DRAFT RED HERRING PROSPECTUS
Dated: 04.11.2026
Please read Section 26 and 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

(Please scan this QR code to view the Draft Red Herring Prospectus and Draft Abridged Prospectus)

PRADEEPIT GLOBAL CONSULTING LIMITED
Corporate Identity Number: U74999KA2016PLC093587

Registered Office	Corporate Office	Contact Person	Telephone and E-mail	Website
No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore-560001, Karnataka, India.	Not Applicable	Shweta Arora Company Secretary and Compliance Officer	**Tel No.:** +91 9900085366 **Email Id:** compliance.officer@in.pgcdigital.ai	https://pgcdigital.ai

PROMOTERS OF OUR COMPANY: VINOD KUMAR BELI AND GEETA P ARI

DETAILS OF THE OFFER TO PUBLIC

Type	Fresh issue size	Offer For Sale Size	Total Offer size#	Eligibility and allocation of the offer
Fresh Issue and Offer for Sale	Up to 32,10,000 Equity Shares aggregating to ₹ [●] Lakhs	Up to 5,90,000 Equity Shares aggregating to ₹ [●] Lakhs	Up to 38,00,000 Equity Shares aggregating to ₹ [●] Lakhs	This Offer is being made in terms of Regulation 229(1) and 253 of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

DETAILS OF OFFER FOR SALE BY THE PROMOTER SELLING SHAREHOLDER

Name	Type	Number of shares offered / amount (₹ in lakhs)	Weighted Average cost of acquisition per equity share (in ₹)$
Geeta P Ari	Promoter Selling Shareholder	Up to 5,90,000 Equity Shares aggregating to ₹ [●] Lakhs	0.01

RISK IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹5 each. The Floor Price, the Cap Price and the Issue Price determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in the chapter titled ***"Basis for Offer Price"*** beginning on page no. 115 of this Draft Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to section titled **"*Risk Factors*"** appearing on page no. 41 of this Draft Red Herring Prospectus.

ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Promoter Selling Shareholder, accepts responsibility for and confirms the statements made or confirmed by such Promoter Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself and its portion of the Offered Shares in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. However, Promoter Selling Shareholder, confirms that it does not assume any responsibility for any other statements, disclosures and undertakings, including without limitation, any and all of the statements and undertakings made by or in relation to the Company or its business or any Promoter Selling Shareholder or any other person, in this Draft Red Herring Prospectus.

LISTING

The Equity Shares Offered through this Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited ("BSE SME"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in Offer document for listing our shares on the SME Platform of BSE Limited ("BSE SME"). For the purpose of this Offer, the Designated Stock Exchange will be the BSE Limited ("BSE SME").

BOOK RUNNING LEAD MANAGER TO THE OFFER

Name And Logo		Contact Person	Email & Telephone
AFTERTRADE	**AFTERTRADE BROKING PRIVATE LIMITED**	Vanesh Panchal	**E-mail:** mb@aftertrade.in **Tel. No:** +91 97250 09939

REGISTRAR TO THE OFFER

Name And Logo		Contact Person	Email & Telephone
Bigshare Services Pvt. Ltd.	**BIGSHARE SERVICES PRIVATE LIMITED**	Babu Rapheal	**Email**: ipo@bigshareonline.com **Tel. No**: +91-022-62638200

BID/OFFER PERIOD

ANCHOR PORTION OFFER OPENS/ CLOSES ON: [●] *	BID/OFFER OPENS ON: [●]	BID/OFFER CLOSES ON: [●]**^

$As certified by M/s. A G R A AND CO., Chartered Accountants, vide their certificate dated 03.11.2026.

^The UPI mandate end time and date shall be at 5.00 p.m. on the Offer *Closing Date.*

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

*** Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.*

 # Our Company, in consultation with the Book Running Lead Manager, may consider issue of specified securities, as may be permitted under the applicable law, for up to 6,42,000 equity shares, at its discretion, prior to the filing of the Offer document with the ROC (Pre-IPO Placement). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the Book Running Lead Manager. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The details in compliance with rule 19(2)(b) of the SCRR, shall be disclosed in the Offer document. The Company shall report Pre-IPO Placement to the Stock Exchange, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Offer document.

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PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

(Please scan this QR code to view the Draft Red Herring Prospectus and Draft Abridged Prospectus)

DRAFT RED HERRING PROSPECTUS
Dated: 04.11.2026
Please read Section 26 and 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the ROC)
100% Book Built Issue

PRADEEPIT GLOBAL CONSULTING LIMITED
Corporate Identity Numbers: U74999KA2016PLC093587

The company, originally named as ***"PradeepIT Consulting Services Private Limited"*** at Bangalore, Karnataka, was incorporated as a private limited company under the Companies Act, 2013, vide Corporate Identification Number (CIN) U74999KA2016PTC093587 pursuant to a certificate of incorporation dated 25.05.2016 issued by the Deputy Registrar of Companies, Central Registration Centre. In 2024, the name of the company was changed to ***"PradeepIT Global Consulting Private Limited"*** pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 06.05.2024 and vide certificate dated 27.06.2024 issued by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. In 2026, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 31.07.2026, and a fresh certificate of incorporation was issued in the name of ***"PradeepIT Global Consulting Limited"*** dated 24.09.2026 vide Corporate Identification Number (CIN) is U74999KA2016PLC093587 by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre.

Registered Office: No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore, Bangalore G.P.O., Bangalore North-560001, Karnataka, India
Corporate Office: Not Applicable, **Website:** https://pgcdigital.ai/ **Email Id:** compliance.officer@in.pgcdigital.ai; **Telephone No:** +91 9900085366
Contact Person: Shweta Arora, Company Secretary and Compliance Officer

PROMOTERS OF OUR COMPANY: VINOD KUMAR BELI AND GEETA P ARI

INITIAL PUBLIC OFFER OF UP TO 38,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH OF PRADEEPIT GLOBAL CONSULTING LIMITED ("PGCL" OR THE "COMPANY" OR THE "OFFERER") FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING TO ₹[●] LAKHS ("THE OFFER"). THE OFFER COMPRISES A FRESH ISSUE OF UP TO 32,10,000 EQUITY SHARES AGGREGATING TO ₹[●]/- LAKHS ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 5,90,000 EQUITY SHARES ("OFFERED SHARES") AGGREGATING UP TO ₹[●] LAKHS, COMPRISING UP TO 5,90,000 EQUITY SHARES AGGREGATING UP TO ₹[●] LAKHS BY GEETA P ARI ("PROMOTER SELLING SHAREHOLDER"), AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE PROMOTER SELLING SHAREHOLDER, THE "OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●] % OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING TO ₹[●] LAKHS (CONSTITUTING UP TO [●] % OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY, OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5/- EACH. THE PRICE BAND AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND PROMOTER SELLING SHAREHOLDER IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF [●], A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND THE KANNADA EDITION(S) OF [●], A WIDELY CIRCULATED KANNADA DAILY NEWSPAPER, KANNADA BEING THE REGIONAL LANGUAGE WHERE OUR REGISTERED OFFICE IS SITUATED AT LEAST TWO WORKING DAYS PRIOR TO THE OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED "BSE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS, KINDLY REFER TO CHAPTER TITLED "*TERMS OF THE OFFER*" BEGINNING ON PAGE NO. 265 OF THIS DRAFT RED HERRING PROSPECTUS.

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN OFFER FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS OFFER IS A BOOK BUILT OFFER AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, SEE "*OFFER PROCEDURE*" ON PAGE 282 OF THE DRAFT RED HERRING PROSPECTUS.

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Offer Period for a minimum period of one Working Day, subject to the Offer Period not exceeding 10 Working Days. Any revision in the Offer Price and the revised Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a public notice and also by indicating the change on the website of the Book Running Lead Manager and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 5.00 EACH AND THE OFFER PRICE OF RS. [●] IS [●] TIME OF THE FACE VALUE

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(1) 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 BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). Forty per cent of the anchor investor portion, within the limits specified shall be reserved as – (i) 33.33 per cent for domestic mutual funds; and (ii) 6.67 per cent for life insurance companies and pension funds. Any under-subscription in the reserved category specified in clause (ii) above may be allocated to 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 2018. 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 shall be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors wherein (a) one third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than ₹10 lakhs; and (c) any unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to Applicants in the other sub-category of Non-Institutional Investors; and not less than 35.00% of the Net Issue shall be available for allocation to Individual Investors, who applies for minimum application size in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All Potential Bidders

(except anchor investors) are required to participate in the Issue by mandatorily utilizing 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 shall 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. For details, see the chapter titled **"*Offer Procedure*"** on page 282 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST OFFER

This being the first Public Offer for our Company, and there has been no formal market for Equity Shares. The face value of the Equity Shares is ₹5 each and the Offer Price is [●] times the face value. The Offer Price determined by our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager as stated under the chapter titled ***"Basis for Offer Price"*** beginning on page no. 115 of this Draft Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares Offered in the Offer have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled ***"Risk Factors"*** beginning on page 41 of this Draft Red Herring Prospectus.

ISSUER'S AND THE PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Promoter Selling Shareholder, accepts responsibility for and confirms the statements made or confirmed by such Promoter Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself and its portion of the Offered Shares in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. However, Promoter Selling Shareholder, confirms that it does not assume any responsibility for any other statements, disclosures and undertakings, including without limitation, any and all of the statements and undertakings made by or in relation to the Company or its business or the Promoter Selling Shareholder or any other person, in this Draft Red Herring Prospectus.

LISTING

The Equity Shares Offered through Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited ("BSE SME"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in Offer document for listing our shares on the SME Platform of BSE Limited ("BSE SME"). For this Offer, the designated Stock Exchange is the BSE.

BOOK RUNNING LEAD MANAGER	**REGISTRAR TO THE OFFER**
AFTERTRADE With You For You	Bigshare Services Pvt. Ltd.
Aftertrade Broking Private Limited 2701 & 2707, 27th Floor, Z2, Opp Baghbaan party plot, Zydus Hospital Road, Thaltej, Ahmedabad - 380059 **Tel No.:** +91 97250 09939 **E-mail:** mb@aftertrade.in **Website:** http://www.aftertrade.in **Contact Person:** Vanesh Panchal **SEBI Registration Number:** INM000013110 **Investor Grievance E-Mail:** compliance@aftertrade.in	**BIGSHARE SERVICES PRIVATE LIMITED** **Contact Person:** Babu Rapheal **Tel No.:** +91-022-62638200 **Address:** Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali caves Road, Andheri (East) Mumbai – 400093. **Website:** www.bigshareonline.com **SEBI Registration:** INR000001385 **Email:** ipo@bigshareonline.com **Investor Grievance Email:** investor@bigshareonline.com

BID/OFFER PERIOD

ANCHOR PORTION OFFER OPENS/ CLOSES ON: [●] *	**BID/OFFER OPENS ON: [●]**	**BID/OFFER CLOSES ON: [●]**^**

^The UPI mandate end time and date shall be at 5.00 p.m. on the Offer *Closing Date.*

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

*** Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.*

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PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

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SECTION I – GENERAL

DEFINATIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus contains certain definitions and abbreviations which, unless the context otherwise requires or unless otherwise specified herein, shall have the meanings assigned to such terms in this section. References in this Draft Red Herring Prospectus to any legislation, statute, enactment, regulation, rule, guideline, circular, notification or policy shall be construed as references to such legislation, statute, enactment, regulation, rule, guideline, circular, notification or policy as amended, supplemented, modified or re-enacted from time to time. Any reference to a statutory provision shall include any subordinate legislation, rules, regulations, notifications, or circulars issued thereunder from time to time. The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI (ICDR) Regulations (as amended time to time), the SCRA, the Depositories Act or the rules and regulations made thereunder.

GENERAL TERMS

Term	Description
"PradeepIT Global Consulting Limited", "PGCL", "our Company", "we", "us", "our", "the Company", "the Issuer Company" or "the Issuer"	PradeepIT Global Consulting Limited, a public limited company, registered and incorporated under the Companies Act, 2013 and having its registered office at No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore, Bangalore G.P.O., Bangalore North-560001, Karnataka, India.
"we", "us" and "our"	Unless the context otherwise indicates or implies, refers to our Company
"You", "Your", or "Yours"	Prospective Investors in this Offer.

COMPANY RELATED TERM

Term	Description
AOA or Articles of Association or Articles	Unless the context otherwise requires, refers to the Articles of Association of the issuer company, as amended from time to time.
Audit Committee	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 no 184 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being M/s A G R A AND Co., Chartered Accountants, having firm registration number 030057C.
Board of Directors or Board or Director(s)	The Board of Directors of PradeepIT Global Consulting Limited, including all duly constituted committees thereof. For further details of our directors, please refer to chapter titled ***"Our Management"*** on page no. 184 of this Draft Red Herring Prospectus.
Bankers to the Company	ICICI Bank Limited
Chief Financial Officer (CFO)	The Chief Financial Officer of our Company being Sunil Kumar K P. For further details please refer to chapter titled ***"Our Management"*** on page no. 184 of this Draft Red Herring Prospectus
Chairman & Managing Director	The Chairman & Managing Director of our company being Vinod Kumar Beli.
CIN	Corporate Identification Number of our Company i.e. U74999KA2016PLC093587
Companies Act	The Companies Act, 1956, Companies Act, 2013 and amendments thereto.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Shweta Arora. For further details please refer to chapter titled ***"Our Management"*** on page no.184 of this Draft Red Herring Prospectus.
Committee(s)	Duly constituted committee(s) of our Board of Directors as described in ***"Our Management"*** beginning on the page no. 184 of this Draft Red Herring Prospectus.
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
DP ID	Depository's Participant's Identity Number
DIN	Directors Identification Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of our Company of Face Value of Rs 5/- each unless

Term	Description
	otherwise specified in the context thereof.
Executive Directors	Executive Directors are the Managing Director & Whole-time Directors of our Company.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Group Company(ies)	In terms of SEBI (ICDR) Regulations, the term *"Our 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 chapter titled ***"Our Group Company"*** on page no. 242 of this Draft Red Herring Prospectus.
Independent Director	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled ***"Our Management"*** beginning on page no. 184 of this Draft Red Herring Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN Equity	International Securities Identification Number, in this case being INE2U0001024.
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
"Key Managerial Personnel" or/ "Key Managerial Employees" or "KMP"	Key Managerial Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, refer chapter titled ***"Our Management"*** on page no. 184 of this Draft Red Herring Prospectus.
Key Performance Indicators" or "KPIs"	Key Performance Indicators of our Company, as included in chapter titled ***"Basis for Offer Price"*** beginning on page no.115 of this Draft Red Herring Prospectus.
Legal Advisors to the Offer	The legal advisors being Zenith India Lawyers.
"MOA" or "Memorandum" or "Memorandum of Association"	Memorandum of Association of PradeepIT Global Consulting Limited as amended from time to time.
Materiality Policy	The policy adopted by the Board in its meeting dated 24.09.2026 for identification of (a) material outstanding litigation proceedings involving our Company, Directors and Subsidiaries; (b) Group Company; and (c) outstanding dues to material creditors by our Company, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Nomination and Remuneration Committee	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 no.184 of this Draft Red Herring Prospectus.
Non-Executive Director	A Director, not being an Executive Director or an Independent Director.
Non-Residents	A person resident outside India, as defined under FEMA.
"NRIs" or "/ Non-Resident Indians"	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.
Promoter(s)	Shall mean Promoters of our Company i.e. Vinod Kumar Beli, Geeta P Ari. For further details, please refer to Chapter titled **"*Our Promoters and Promoter Group*"** beginning on page 200 of this Draft Red Herring Prospectus.

Term	Description
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the Chapter **"*Our Promoters and Promoter Group*"** beginning on page 200 of this Draft Red Herring Prospectus.
Peer Review Auditor	The Peer Review Auditors of our Company, being M/s A G R A AND Co., Chartered Accountants, having Firm Registration Number 030057C and Peer Review Number 020072.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Registered Office	The Registered office of our company which is located at No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore, Bangalore G.P.O., Bangalore North-560001, Karnataka, India.
Restated Financial Statements	The Restated Consolidated Financial statements of our Company, which comprises the Restated Consolidated Statement of Assets and Liabilities for the stub period ended 30.06.2026 and for the year ended 31.03.2026, 31.03.2025 and 31.03.2024 and the Restated Consolidated Statement of Profit and Loss and Restated Statement of Consolidated Cash Flows for the stub period ended 30.06.2026 and for the year ended 31.03.2026, 31.03.2025 and 31.03.2024 of our Company prepared in accordance with Indian GAAP, section 26 of Part I of Chapter III of the Companies Act and SEBI (ICDR) Regulations, 2018 and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, together with the schedules, notes and annexure thereto.
RoC	Registrar of Companies, Bangalore
Promoter Selling Shareholder	In our case being, Geeta P Ari.
Shareholders	The holders of the equity shares of our Company from time to time.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
Stakeholders Relationship Committee	Stakeholders Relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled ***"Our Management"*** beginning on page 184 of this Draft Red Herring Prospectus.
Stock Exchange/ Designated Stock Exchange/ DSE	Unless the context requires otherwise, refers to, the SME Platform of BSE Limited ("BSE SME")
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscribers to MOA & AOA	Initial Subscribers to the MOA & AOA being Mahadevappa and Geeta P Ari.

OFFER RELATED TERMS

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Bid cum Application Form.
Allot" or "Allotment of Equity shares" or "Allotted"	Unless the context otherwise requires, allotment or transfer, as the case may be of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares by the Promoter Selling Shareholder pursuant to the Offer for Sale to the successful bidders.
Allotment Advice	A 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.
Allotment Date	Date on which the Allotment is made

Term	Description
Allottee(s)	The successful Bidder(s) to whom the Equity Shares are being/ have been allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Escrow Account /Escrow Account(s)	Account opened with Anchor Escrow Bank for the Offer and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Offer Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the Book Running Lead Manager.
Anchor Investor Portion	Upto 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. 40% shall be reserved, of which (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of undersubscription in (ii) above, the allocation may be made to domestic Mutual Funds.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
"Application Supported by Blocked Amount" or "ASBA	An application whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by UPI Applicants using the UPI Mechanism, where the Application Amount shall be blocked upon acceptance of UPI Mandate Request by UPI Applicants using UPI Mechanism.
ASBA Account(s)	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by an Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by an Individual Investor Bidding through the UPI Mechanism.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Bidder	Any prospective investor(s) / Bidder (s) in this Offer who apply(ies) through the ASBA process except Anchor Investor.
ASBA Form/ Bid cum Application	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus or the Prospectus.
Banker to the Offer and Sponsor Bank Agreement /	The Bankers to the Offer agreement dated [●] to be entered among our Company, the Registrar to the Offer, the Escrow Collection Bank(s), Public Offer Bank, Sponsor Bank, Refund Bank, the BRLM and the Syndicate Members for the collection of

Term	Description
Escrow Agreement	payment amounts, if any, in respect of the Anchor Investors on the terms and conditions thereof.
Banker(s) to the Offer	Collectively, Escrow Collection Bank, Public Offer Bank, Sponsor Bank and Refund Bank, as the case may be, which are Clearing Members and registered with SEBI as Banker to the Offer with whom the Escrow Agreement is entered and in this case being [●].
Bankers to the Offer / Public Offer Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Offer and with whom the Public Offer Account will be opened, in this case being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the Offer, and which is described in the chapter titled ***"Offer Procedure"*** beginning on page no. 282 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Offer Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term Bidding shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and mentioned in the Bid cum Application Form and payable by the Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Offer.
Bid cum Application Form	The form in terms of which the Bidder has made a Bid, including ASBA Form, and which has been considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus and this Prospectus.
Bid Lot	[●] equity shares of face value of ₹5/ each and in multiples of [●] equity shares of face value of ₹5/ each thereafter.
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Kannada edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Offer closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI (ICDR) Regulations.
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Kannada edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI (ICDR) Regulations.
Bid/ Offer Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date or the QIB Bid/ Offer Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bidder/Investor/Applicant	Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.

Term	Description
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI (ICDR) Regulations, in terms of which the Offer is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Offer in this case being Aftertrade Broking Private Limited.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Bid-cum Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the price band above which the Offer Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated 10.11.2015 issued by SEBI.
Collecting Registrar and Share Transfer Agent	Registrar to an Offer and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated 10.11.2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Offer and the Stock Exchange.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details.
Depository Participant/ DP	A depository participant as defined under the Depositories Act
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant (other than Anchor Investor) can submit the Bid cum-Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e., www.bseindia.com, as updated from time to time.
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an Offer and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	[●] act as a Market Maker to the Issue.
Designated RTA Locations	Such locations of the RTAs where Bidder (other than Anchor Investor) can submit the Bid Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-

Term	Description
	Application Forms are available on the websites of the Stock Exchange i.e., as www.bseindia.com updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	SME platform of BSE Limited (BSE SME)
DP ID	Depository's Participant's Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated 04.11.2026 issued in accordance with Sections 26 & 32 of the Companies Act, 2013
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible FPI(s)	FPIs that are eligible to participate in this Offer in terms of applicable laws, other than individuals, corporate bodies and family offices.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Offer or invitation under this Offer and in relation to whom the Bid cum Application Form and this Draft Red Herring Prospectus will constitutes an invitation to purchase the equity shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to purchase the Equity shares offered thereby and who have opened Demat accounts with SEBI registered qualified depositary participants.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (lll) of the SEBI (ICDR) Regulations.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any Offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.

Term	Description
General Information Document (GID)	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated 17.03.2020 and the circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated 30.03.2020, as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Manager.
Individual Bidders/ Individual Investors/	Individual Bidders, who applies for minimum application size for two lots. Provided that the minimum application size shall be above 2,00,000/-. (including HUFs applying through them Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Individual Investor Portion	The portion of the Offer being not less than 35% of the Net Offer, consisting of [●] Equity Shares of face value of ₹5/ each, available for allocation to Individual Bidders.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Mandate Request	Mandate Request means a request initiated on the Individual Investor by banker to the issue to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹5/- each at an Offer price of ₹ [●] each is aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Offer.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager, Promoter Selling Shareholder and Market Maker, [●].
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 2026, as amended from time to time
Minimum Promoters Contribution	Aggregate of 20% of the fully diluted post- offer equity share capital of our Company that is eligible to form part of the minimum promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoter that shall be locked in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by Bidders to submit Bids using the UPI Mechanism.
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of [●] equity Shares of ₹5/- each at a price of ₹[●] per Equity Share (the "Offer Price"), including a share premium of ₹[●] per equity share aggregating to ₹ [●] Lakhs.
Net Proceeds	Gross Proceeds of the fresh issue less the Offer expenses borne by the company. For further information on the use of Offer Proceeds and Offer expenses, please refer to the chapter titled ***"Objects of the Offer"*** beginning on page 104 of this Draft Red Herring Prospectus.
NCLT	National Company Law Tribunal
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Applicants, including Category III FPIs that are not QIBs or Individual Investors who have made Application for Equity Shares for more than two lots (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares, of which (a) one third of portion the Non-Institutional Portion available for allocation to Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs and (b) two third of the Non-Institutional Portion

Term	Description
	available for allocation to bidders with an application size of more than ₹10 lakhs, subject to valid Bids being received at or above the Offer Price.
Offer Agreement	The Offer Agreement dated 27.10.2026 between our Company, Promoter Selling Shareholder and Book Running Lead Manager, Aftertrade Broking Private Limited.
Offer Period	The period between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants can submit their applications, including any revisions thereof.
Offer Price	The Price at which the Equity Shares are being Offered by our Company and Promoter selling shareholder in consultation with the Book Running Lead Manager under this Draft Red Herring Prospectus being ₹ [●] per equity share.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholder. For further information about use of the Offer Proceeds, refer to the chapter titled ***"Objects of the Offer"*** on page no. 104 of this Draft Red Herring Prospectus.
Offer/ Public Offer / Offer size/ Initial Public Offer/ Initial Public Offering/ IPO	The initial public offer of up to 38,00,000 Equity Shares aggregating up to ₹[●] lakhs comprising of a Fresh Offer of up to 32,10,000 Equity Shares and the Offer for Sale of up to 5,90,000 Equity Shares by Selling Shareholder (Promoter). The Offer comprises the Market Maker Reservation Portion.
Offer for sale	The offer for sale component of the Offer, comprising of an offer for sale of up to 5,90,000 Equity Shares at ₹[●] per Equity Share aggregating up to ₹[●] lakhs by Promoter Selling Shareholder.
Other Investor	Investors other than Individual Investors. These include individual applicants who applies for more than two lots and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Offer.
Pay-in-Period	The period commencing on the Bid/ Offer Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹[●] and the maximum price (Cap Price) of ₹[●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and the Kannada edition(s) of [●], a widely circulated Kannada daily newspaper, Kannada being the regional language where our Registered Office is situated with wide circulation at least two working days prior to the Bid/ Offer Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Offer Price.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Offer Price, size of the Offer and certain other information.
Public Offer Account	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.

Term	Description
Public Offer Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an Offer, and with whom the Public Offer Account(s) will be opened
QIB Category/ QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer, consisting of [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the Registrar of Companies at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the Registrar of Companies after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account will be opened, in this case being [●].
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar Agreement	The agreement dated 13.10.2026 entered into between our Company, Promoter Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar and Share Transfer Agents or RTAs	The registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com
Registrar/ Registrar to the Offer / RTA/ RTI	Registrar to the Offer, in this case being Bigshare Services Private Limited.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Offer reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Resident Indian	A person resident in India, as defined under FEMA
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid Cum Application Forms or any previous Revision Form(s), as applicable. None of the bidders are allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&

Term	Description
	intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes& intmId=40 or such other website as may be prescribed by SEBI and updated from time to time In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes& intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?dorecognisedFpi=yes&intmId=35 as updated from time to time. In accordance with SEBI Circular No SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated April 5, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, read with other applicable UPI Circulars, UPI Bidders bidding through UPI Mechanism may apply through the SCSBs and mobile applications, using UPI handles, whose names appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
SME Exchange	Shall means a trading platform of a recognised stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of SEBI ICDR and includes a stock exchange granted recognition for this purpose but does not include the Main Board.
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.
Sponsor Bank	[●], being Bankers to the Offer registered with SEBI, appointed by our Company to act as conduits between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate collect requests and / or payment instructions of the Individual Investors using the UPI Mechanism, in terms of the UPI Circulars
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Offer.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, promoter selling shareholder, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Offer.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated 29.04.2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations.
SCORES	Securities and Exchange Board of India Complaints Redress System
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended

Term	Description
Underwriter	The BRLM who has underwritten this Offer pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Underwriting Agreement [●] entered between the Underwriter, BRLM, Promoter Selling shareholder and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account.
UPI Bidders	Collectively, individual investors applying as (i) Individual Investors and (ii) Non-Institutional Bidders with an application size of up to Rs. 500,000 in the non-institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agent. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated 05.04.2022 issued by SEBI, all individual investors applying in public offers where the application amount is up to Rs. 500,000 shall use UPI and shall provide their UPI ID in the Bid cum Application Form submitted with:(i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an Issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated 15.02.2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated 01.11.2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated 03.04.2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28.06.2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated 26.07.2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated 08.11.2019, SEBI Circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated 30.03.2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated 16.03.2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated 31.03.2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated 02.06.2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated 05.04.2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated 20.04.2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated 30.05.2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated 21.06.2023, along with the circular issued by the BSE having reference no. 23/2022 dated 22.07.2022 and reference no. 25/2022 dated 03.08.2022 and the notice issued by BSE having reference no. 20220722- 30 dated 22.07.2022 and reference no. 20220803-40 dated 03.08.2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ Mandate Request	A request (intimating the Individual Investor by way of notification on the UPI application and by way of a SMS directing the Individual Investor to such UPI application) to the Individual Investor by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that was used by an Individual Bidders to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WACA	Weighted average cost of acquisition.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1) (lll) of the SEBI (ICDR) Regulations, 2018.

Term	Description
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days' means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Offer period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

GENERAL TERMS/ ABBREVIATIONS

Abbreviation	Definition
%	Percents
&	And
a.m.	Ante meridiem
AOC-4	Form for filing financial statements and other documents with the Registrar of Companies
AGM	Annual General Meeting
AMT	Amount
ASBA	Applications Supported by Blocked Amount
API	Application programming interface
APP	Software Application
AS	Accounting Standard
ASBA	Application Supported by Blocked Amount
AUM	Assets under management
ACS	Associate Company Secretary
AY	Assessment Year
AOA	Articles of Association
B2B	Business-to-Business
B2G	Business-to-Government
B. Com	Bachelor of Commerce
B.Sc.	Bachelor of Science
Central Registration Centre (CRC)	An initiative of the 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 http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.htmil
BIOS	Basic Input/ Output System
Bn	Billion
BIFR	Board for Industrial and Financial Reconstruction
BSE	Bombay Stock Exchange
BRLM	Book Running Lead Manager
BIS	Bureau of Indian Standards
BSE	BSE Limited
CAC	Customer acquisition costs
C. Ex	Custom and Excise
CAGR	Compound Annual Growth Rate
CBDT	Central Board of Direct Taxes
CDP	Collecting Depository Participants
CDSL	Central Depository Services (India) Limited
Cess	A tax on a tax, levied for a specific purpose
CGST	Central Goods and Services Tax
CHG-1	A form for registration of creation, modification, or satisfaction of charge
CFO	Chief Financial Officer
CAN	Confirmation of Allocation Note
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
COVID-19	Coronavirus Disease 2019
CIT	Commissioner of Income Tax

Abbreviation	Definition
CPI	Consumer Price Index
CPU	Central Processing Unit
CRM	Customer Relationship Management
CRTA	Collecting Registrar and Transfer Agent
CS & CO	Company Secretary & Compliance Officer
CSR	Corporate Social Responsibility
CRAR	Capital to Risk Asset Ratio
CY	Calendar Year
C.P.C.	Code of Civil Procedure, 1908
Cr.P.C.	Code of Criminal Procedure, 1973
DDT	Dividend Distribution Tax
DEA	Department of Economic Affairs
DPDPA	Digital Personal Data Protection Act of 2023
DIN	Director Identification Number
DP	Depository Participant
DRI	Directorate of Revenue Intelligence
DSE	Designated Stock Exchange
DGCA	Directorate General of Civil Aviation
e.g.	for example
EBIT	Earnings Before Interest and Taxes
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortization
e-commerce	Electronic commerce
EEE	Electrical and Electronic Equipment
e-Gazette	Electronic Gazette
EGM	Extra-ordinary General Meeting
ESSCI	Electronics Sector Skills Council of India
ESDM	Electronics System Design and Manufacturing
EDLI	Employees Deposit Linked Insurance Scheme
EPA	Environment (Protection) Act, 1986
EPF	Employees' Provident Fund
EPR	Extended Producer Responsibility
EPS	Earnings Per Share
ER Act	Equal Remuneration Act, 1976
ESG	Environmental, Social, and Governance
ESI	Employees' State Insurance
ECS	Electronic Clearing System
etc.	Et cetera (and so on)
EU	European Union
E-waste	Electronic waste
FE	Final Estimates
FHD	Full High Definition
FII	Foreign Institutional Investor
FIPB	Foreign Investment Promotion Board
FDR	Fixed Deposit Receipt
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999
FPI	Foreign Portfolio Investor
FRE	First Revised Estimates
FCFE	Free Cash Flow to Equity
FRN	Floating Rate Note
FVCI	Foreign Venture Capital Investor
FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GeM	Government e-Marketplace
Gen Z	Generation Z

Abbreviation	Definition
GID	General Information Document
GoI	Government of India
GeM	Government e-Marketplace
GNDI	Gross National Disposable Income
GST	Goods and Services Tax
GVA	Gross Value Added
HDD	Hard Disk Drive
H1	First half of the year
HDMI	High-Definition Multimedia Interface
HUF	Hindu Undivided Family
HRMS	Human Resource Management System
i.e.	that is
IANA ID	Internet Assigned Numbers Authority Identifier
IBC	Insolvency and Bankruptcy Code
ICAI	Institute of Chartered Accountants of India
ID	Identification
IFRS	International Financial Reporting Standards
IGST	Integrated Goods and Services Tax
IMF	International Monetary Fund
Ind AS	Indian Accounting Standards
INR/ Rs/ ₹	Indian Rupees
IP	Intellectual Property
IoT	Internet of Things
IPO	Initial Public Offering
IRDAI	Insurance Regulatory and Development Authority of India
ISIN	International Securities Identification Number
IRS	Indian Revenue Services
ISO	International Organization for Standardization
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income Tax Act,1961 as amended till date.
KYC	Know your customer
KMP	Key Managerial Personnel
KPI	Key Performance Indicator
LEI	Legal Entity Identifier
LLB	Bachelor of Laws
LLC	Limited Liability Company
LLP	Limited Liability Partnership
LM Act	Legal Metrology Act, 2009
M/s	Messrs (a title for a firm or company)
M. Com	Master's degree in commerce
MeitY–STPI	Ministry of Electronics and Information Technology in collaboration with Software Technology Parks of India
MENA	Middle East and North Africa
MGT-14	Form for filing resolutions and agreements with the Registrar of Companies
MWA Rules	Minimum Wages Act, 1948 and Karnataka Minimum Wages Rules, 1958
MSME	Micro, Small and Medium Enterprises
MoEF & CC	Ministry of Environment, Forest and Climate Change
MIS	Management Information System
Mn	Million
MOA	Memorandum of Association
MOSPI	Ministry of Statistics & Programme Implementation
M.Sc.	Master’s in science
NTA	Net Tangible Assets
NA/ N.A.	Not Applicable
NACH	National Automated Clearing House
NEFT	National Electronic Fund Transfer

Abbreviation	Definition
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NCLT	National Company Law Tribunal
NEP	National Education Policy
NGO	Non-Governmental Organization
No.	Number
NOC	No Objection Certificate
NPAs	Non-performing assets
NRE	Non-Resident External
NRO	Non-Resident Ordinary
NRIs	Non-Resident Indians
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NSO	National Statistical Office
O/s	Outstanding
OCB	Overseas Corporate Body
OEM	Original Equipment Manufacturer
OFS	Offer for Sale
OCI	Overseas Citizen of India
p.a.	Per annum (per year)
p.m.	Post meridiem
P/E	Price-to-Earnings Ratio
PE	Private Equity
PAN	Permanent Account Number
PAS-3	Form for filing return of allotment of securities
PAT	Profit After Tax
POB Act	Payment of Bonus Act, 1965
PDF	Portable Document Format
PM	Pradhan Mantri (Prime Minister)
PPE	Property Plant and Equipment
PFCE	Private Final Consumption Expenditure
PLI	Production Linked Incentive
P.T.E.C	Professions Tax Payer Enrolment Certificate
P.T.R.C	Professions Tax Payer Registration Certificate
PM-DevINE	Prime Minister’s Development Initiative for North-East Region
PFCE	Private Final Consumption Expenditure
PMI	Purchasing Managers' Index
QFIs	Qualified Foreign Investors
QIB	Qualified Institutional Buyer
QR	Quick Response
QC	Quality Control
RDI	Research, Development and Innovation
R&D	Research and Development
RAM	Random Access Memory
RBI	Reserve Bank of India
RTGS	Real-Time Gross Settlement
RII	Retail Individual Investor
ROC	Registrar of Companies
ROCE	Return on Capital Employed
ROE	Return on Equity
RoNW	Return on Net Worth
RTA	Registrar and Transfer Agent
S&P Global	Standard & Poor's Global
SAE	Second Advanced Estimate
SCORES	SEBI Complaints Redress System
SCSB	Self-Certified Syndicate Banks

Abbreviation	Definition
SHWW Act	Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
SGST	State Goods and Services Tax
SCN	Show Cause Notice
SMF	Single Master Form
SME	Small and Medium-sized Enterprises
SMFG India Credit	Sumitomo Mitsui Financial Group India Credit
SPF	Sovereign Patent Fund
Sq.	Square
Sr. No.	Serial Number
SS	Secretarial Standards Issued by The Institute of Company Secretaries of India
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
STT	Securities Transaction Tax
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
SEBI Merchant Bankers Regulation	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
SEBI (PFUTP) Regulations / PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended from time to time.
TAT	Turn Around Time
TAN	Tax Deduction and Collection Account Number
TDS	Tax Deducted at Source
Tel.	Telephone
DPIIT	The Department for Promotion of Industry and Internal Trade
ITU	The International Telecommunication Union
TRS	Transaction Registration Slip
TSDF	Treatment, Storage, and Disposal Facility
UDIN	Unique Document Identification Number
UEFI	Unified Extensible Firmware Interface
UPI	Unified Payments Interface

Abbreviation	Definition
UN SDGs	United Nations Sustainable Development Goals
UPI	Unified Payments Interface
US	United States
USB	Universal Serial Bus
VAR	Value at Risk
VCFs	Venture Capital Funds
VC	Venture Capital
VR	Virtual Reality
WEO	World Economic Outlook
WHO	World Health Organization
Wi-Fi	Wireless Fidelity
OS	Operating System
WCA	Workmen's Compensation Act, 1923
WDV	Written Down Value
Y-o-Y/ YOY	Year-on-Year

TECHNICAL, INDUSTRY RELATED TERMS OR ABBREVIATIONS

Term	Description
AI	Artificial Intelligence
AMC	Annual Maintenance Contract
ANRF	Anusandhan National Research Foundation
BPO	Business Process Outsourcing
CETA	Comprehensive Economic and Trade Agreement
CMIE	Centre for Monitoring Indian Economy
CMMI	Capability Maturity Model Integration
DevOps	Development and Operations
ER&D	Engineering Research and Development
ERP	Enterprise Resource Planning
ETL	Extract, Transform and Load
EU	European Union
FCI	Food Corporation of India
FTA	Free Trade Agreement
GPU	Graphics Processing Unit
IIT	Indian Institute of Technology
IMI	Intensified Mission Indradhanush
IP	Internet Protocol
IT	Information Technology
ITeS	Information Technology Enabled Services
LFPR	Labour Force Participation Rate
MIS	Management Information System
ML	Machine Learning
MoU	Memorandum of Understanding
MSCI	Morgan Stanley Capital International
MSP	Minimum Support Price
MTD	Month-to-Date
NASSCOM	National Association of Software and Service Companies
NCR	National Capital Region
NIC	National Informatics Centre
O2C	Order-to-Cash
P2P	Procure-to-Pay
PLFS	Periodic Labour Force Survey
QA	Quality Assurance
QMS	Quality Management Systems
R2R	Record-to-Report
RBI	Reserve Bank of India
SAP	Systems, Applications, and Products in Data Processing

Term	Description
SAP ECC	Systems, Applications, and Products in Data Processing – Enterprise Resource Planning Central Component
SAP HCM	Systems, Applications, and Products in Data Processing – Human Capital Management
SAP-ABAP	Systems, Applications, and Products in Data Processing – Advanced Business Application Programming
SAP-BODS	Systems, Applications, and Products in Data Processing – Business Objects Data Services
SAP-BTP	Systems, Applications, and Products in Data Processing – Business Technology Platform
SAP-HANA	Systems, Applications, and Products in Data Processing – High-Performance Analytic Appliance
SAP-S/4HANA	Systems, Applications, and Products in Data Processing – Business Suite 4 SAP High-Performance Analytic Appliance
STP	Sewage Treatment Plant
STPI	Software Technology Parks of India
TCS	Tata Consultancy Services
TRIL	Transformers & Rectifiers (India) Ltd
UAT	User Acceptance Testing
UI	User Interface
UPI	Unified Payments Interface
UX	User Experience
YTD	Year to Date

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

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

CERTAIN CONVENTIONS

In this Draft Red Herring Prospectus, the terms "we", "us", "our", the "Company", "PGCL", "PradeepIT Global Consulting Limited"**,** "PradeepIT", "our Company", unless the context otherwise indicates or implies, refers to **PRADEEPIT GLOBAL CONSULTING LIMITED**. All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references to the "U.S.", "US", "U.S.A" or "United States" are to the United States of America and its territories and possessions. Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("IST"). Unless indicated otherwise, all references to a 'year' in this Draft Red Herring Prospectus are to a calendar year.

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

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word "Lac/ Lakh" means "one hundred thousand", the word "million (mn)" means "Ten Lac/ 10 Lakh", the word "Crore" means "ten million" and the word "Billion (bn)" means "One Hundred Crores". In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

USE OF FINANCIAL DATA

Unless otherwise indicated, the consolidated restated financial information included herein and the consolidated financial statements in this Draft Red Herring Prospectus are derived from our Restated Consolidated Financial Statements. The Restated Consolidated Financial Statements comprises of the restated consolidated statement of assets and liabilities for the stub period dated 30.06.2026 and for the year ended on 31.03.2026, 31.03.2025 and 31.03.2024 the restated consolidated statement of profit and loss and the restated consolidated statement of cash flows for for the stub period dated 30.06.2026 and for the year ended on 31.03.2026, 31.03.2025 and 31.03,2024 and the summary of significant accounting policies and explanatory notes, prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further information, please refer to the chapter titled ***"Restated Financial Statement"*** beginning on page no. 207 of this Draft Red Herring Prospectus.

There are significant differences between Indian GAAP, the International Financial Reporting Standards ("IFRS") and the Generally Accepted Accounting Principles in the United States of America ("U.S. GAAP"). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Unless the context otherwise indicates, any percentage amounts, as set forth in the Section titled **"*Risk Factors*",** and chapter titled **"*Business Overview"*** and **"*Management Discussion and Analysis of Financial Condition and Results of Operations*"** beginning on page no. 41, 142 and 211 respectively, , and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company's Restated Financial Information prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in chapter titled ***"Restated Financial Statement"*** of our Company as beginning on page no. 207 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the chapter titled ***"Definitions and Abbreviations"*** on page no. 7 of this Draft Red Herring Prospectus. In the Section titled ***"Main Provisions Of Articles***

Of Association" on page no. 312 of this Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

USE OF INDUSTRY & MARKET DATA

Unless stated otherwise, industry and market data and forecast used throughout this Draft Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the Book Running Lead Manager or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources.

In accordance with the SEBI ICDR Regulations, 2018 as amended time to time, the chapter titled **"*Basis for Offer Price*"** on page no. 115 of this Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the Book Running Lead Manager, have independently verified such information.

CURRENCY OF FINANCIAL PRESENTATION

All references to "Rupees", "INR", "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "US$" or "US Dollars" or "USD" are to United States Dollars, the official currency of the United States of America.

All references to the word "Lakh" or "Lac", mean "One hundred thousand" and the word "Million" means "Ten Lakhs" and the word "Crore" means "Ten Million" and the word "Billion" means "One thousand Million".

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Financial Information in decimals have been rounded off to the second decimal, and all percentage figures have been rounded off to two decimal places.

EXCHANGE RATES

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

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

Currency	Exchange Rate as on 31.03.2026	Exchange Rate as on 31.03.2025	Exchange Rate as on 31.03.2024
USD	INR 94.65	INR 85.58	INR 83.37
EURO	INR 109.01	INR 92.32	INR 90.22

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

Source: https://website.rbi.org.in/web/rbi/exchange-rate-archive

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination

of our Company and the terms of the Offer, including the merits and risks involved.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside of the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. For more information, please refer to the Chapter titled ***"Other Regulatory and Statutory Disclosures"*** on page no. 247 of this Draft Red Herring Prospectus.

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

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FORWARD LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as "will", "aim", "is likely to result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "may", "propose", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or other words or phrases of similar import. All forward-looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Also, statements which describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/ or acts of violence. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to:

- Any future pandemic, widespread public health emergency or similar event that may adversely affect our business, results of operations and financial condition;
- General economic and business conditions in the markets in which we operate and in the local, regional and national & international economies;
- Any change in government policies increasing taxes payable by us;
- Changes in laws and regulations that apply to the industries in which we operate;
- Inflation, deflation, unanticipated volatility in interest rates, other rates or prices;
- Potential mergers, acquisitions, and increased competition;
- Our ability to retain key managerial personnel, qualified personnel and skilled manpower;
- General social and political conditions in India that have an impact on our business activities or investments;
- Global distress due to pandemic, war or any other reason;
- Our dependence on key clients and repeat business, and the risk of reduction, delay in operations
- Rapid technological changes in artificial intelligence, generative AI, cloud computing and digital engineering, and our ability to respond to such technological changes and continuously innovate.
- Regulatory changes relating to data protection, digital transactions, artificial intelligence governance, financial technology and cross-border data flows, which may increase compliance obligations and costs;
- Exposure to cybersecurity risks, data breaches or system disruptions that could adversely affect our operations, reputation and financial condition;
- Changes in clients' technology spending and IT budgets, which may affect demand for our services;
- Foreign exchange fluctuations, to the extent we derive revenues from international markets;
- Intense competition in the IT and digital engineering industry, which may affect pricing, margins and client acquisition;
- Our ability to make interest and principal payments on our existing debt obligations;
- Our inability to maintain or enhance our brand recognition.

For further discussion of factors that could cause our actual results to differ, please refer the section titled **"*Risk Factors*"** and chapter titled **"*Business Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*"** beginning on page no. 41 , 142 and 211, respectively, of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect the current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, our Officers and Book Running Lead Manager, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

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

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SECTION II – SUMMARY
SUMMARY OF FINANCIAL INFORMATION

RESTATED CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES

(₹ in lakhs)

Particulars	For the Period ended 30.06.2026	For the Period ended 31.03.2026	For the Period ended 31.03.2025	For the Period ended 31.03.2024
Equity and liabilities				
Shareholder's funds				
Share capital	1	1	1	1
Reserves and surplus	1327.8	1228.94	809.09	459.75
Total Shareholders Fund	**1328.8**	**1229.94**	**810.09**	**460.75**
Minority Interest	43.64	36.95	28.23	19.66
Non-current liabilities				
Long-term borrowings	282.57	254.19	374.42	146.5
Long-term provisions	40.21	36.13	19.56	13.19
Total Non-current liabilities	**322.78**	**290.32**	**393.98**	**159.69**
Current liabilities				
Short-term borrowings	534.42	655.73	519.18	473.57
Trade payables:				
Dues to Micro and Small enterprises	147.43	112.58	132.7	186.42
Dues to others than Micro and Small Enterprises	69.55	40.99	210.93	385.68
Other current liabilities	119.83	162.42	84.8	118.39
Short-term provisions	2.67	2.54	1.47	1.11
Total Current liabilities	**873.9**	**974.26**	**949.08**	**1165.17**
Total Equity and Liability	**2569.12**	**2531.47**	**2181.38**	**1805.27**
Assets				
Non-Current assets				
Property, Plant and Equipment and Intangible Assets				
Property, Plant and Equipment	528.52	543.51	561.09	587.9
Intangible Assets	337.5	360	-	-
Intangible assets under development	148.68	118.35	-	-
Non current Investments	101.73	101.73	51.73	51.73
Deferred Tax Asset(Net)	14.05	12.01	10.2	1.89
Long-term loans and advances	0	0	236.97	66.97
Other Non Current Assets	24.06	24.06	22.95	6.95
Total Non-Current assets	**1154.54**	**1159.66**	**882.94**	**715.44**
Current assets				
Inventories	-	-	110.11	-
Trade receivables	905.57	911.55	855.56	675.46
Cash and bank balance	66.66	115.49	183.89	233.07
Short-term loans and advances	396.24	304.34	73.33	106.8
Other current assets	46.11	40.43	75.55	74.5
Total Current assets	**1414.58**	**1371.81**	**1298.44**	**1089.83**
Total	**2569.12**	**2531.47**	**2181.38**	**1805.27**

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ANNEXURE II – RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in lakhs)

Particulars	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
Revenue from operations	952.55	3840.85	3425.22	2376.2
Other Income	3.47	7.14	11.35	15.2
Total Income	**956.02**	**3847.99**	**3436.57**	**2391.4**
Expenses				
Cost of Raw Materials Consumed	-	-	-	-
Purchase of Stock-in-trade	-	-	125.76	9.6
Changes in Inventories of Finished Goods Work-in-Progress	-	-	-110.11	-
Employee Benefit Expenses	375.52	1357.06	480.7	317.87
Finance Costs	27.81	142.53	90.06	51.34
Depreciation and Amortization Expenses	38.18	162.42	76.91	76.53
Other Expenses	387.6	1663.5	2317.98	1692.82
Total Expenses	**829.11**	**3325.51**	**2981.3**	**2148.16**
Profit before tax and execption Item	**126.91**	**522.48**	**455.27**	**243.24**
Exceptional items - expense / (income)	-	1.91	-	-
Profit before tax	**126.91**	**520.57**	**455.27**	**243.24**
Tax expenses				
Current tax	26.11	118.98	114.23	40.91
Deferred tax	-2.04	-1.81	-8.31	-1.89
Total tax expenses	**24.07**	**117.17**	**105.92**	**39.02**
Profit for the year	**102.84**	**403.4**	**349.35**	**204.22**
Profit/(Loss) for the period before Minority Interest				
Owner of the Company	**96.5**	**394.18**	**341.96**	**188.09**
Minority Interest	**6.34**	**9.22**	**7.39**	**16.13**
Earnings per equity share:				
(1) Basic (in Rs)	**1.2**	**4.91**	**4.26**	**2.35**
(2) Diluted (in Rs.)	**1.2**	**4.91**	**4.26**	**2.35**

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ANNEXURE III- RESTATED CONSOLIDATED STATEMNT OF CASH FLOWS

(₹ in lakhs)

Particular	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
CASH FLOW FROM OPERATING ACTIVITIES				
Restated profit before tax	126.91	520.57	455.27	243.24
Adjustments for:				
Depreciation and amortisation expense	38.18	162.42	76.91	76.53
Finance costs	27.81	142.53	90.06	51.34
Interest income	-	-0.3	-3.56	-11.04
Loss on disposal of subsidiaries (exceptional item)	-	1.91	-	-
Other non-cash items (deferred tax, other reserves)	-	-	-	0.29
Earlier year adjustments credited to reserves – balances written back (refer Note A.2)	-	-	-	120.25
Gratuity relating to earlier years debited to opening reserves	-	-	-	-10.03
Difference between audited closing surplus (FY 2022-23) and opening surplus (FY 2023-24)	-	-	-	-
Exchange differences on translation of foreign subsidiaries (FCTR movement)	2.36	25.67	7.38	-0.39
Operating profit before working capital changes	**195.26**	**852.8**	**626.06**	**470.19**
Movement in working capital:				
(Increase) / decrease in trade receivables	5.98	-55.99	-180.1	-391.47
(Increase) / decrease in inventories	-	110.11	-110.11	0
(Increase) / decrease in loans, advances and other assets	-74.09	-145.18	-62.41	-72.18
Increase / (decrease) in trade payables	63.41	-190.06	-228.47	181
Increase / (decrease) in other liabilities	-21.59	51.95	-36.64	-95.96
Increase / (decrease) in provisions	-16.79	43.31	9.78	14.34
Less: Net assets of subsidiaries disposed of (group share), included in movements above	-	-6.01	-	-
Cash generated from / (used in) operations	152.18	660.93	18.11	105.92
Direct taxes paid (net of refunds)	-49.59	-170.8	-35.4	96.65
Net cash flow from / (used in) operating activities (A)	**102.59**	**490.13**	**-17.29**	**202.57**
CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment, intangibles and CWIP (incl. capital advances / creditors)	-31.02	-453.19	-220.1	-255.62
(Purchase) / sale of investments (net)	-	-50	-	-51.73
Proceeds from disposal of subsidiaries	-	4.1	-	-
(Investment in) / redemption of bank balances not considered as cash equivalents	-	-	-0.41	-
Loans given to related parties (net)	-	66.97	-	-66.97
Interest received	-	0.3	3.56	11.04
Net cash flow from / (used in) investing activities (B)	**-31.02**	**-431.82**	**-216.95**	**-363.28**
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from long-term borrowings	-	175	444.97	147
(Repayment of) long-term borrowings	-59.66	-207.26	-116.73	-355.239
Proceeds from / (repayment of) short-term borrowings (net)	-33.27	48.58	-54.71	415.7
Finance costs paid	-27.82	-142.53	-90.06	-51.34
Contribution from / (distribution to) minority shareholders of subsidiaries (net)	0.35	-0.5	1.18	3.53
Net cash flow from / (used in) financing activities (C)	**-120.4**	**-126.71**	**184.65**	**159.65**

Net increase / (decrease) in cash and cash equivalents (A+B+C)	**-48.83**	**-68.4**	**-49.59**	**-1.06**
Cash and cash equivalents at the beginning of the year	**115.08**	**183.48**	**233.07**	**234.13**
Cash and cash equivalents at the end of the year	**66.25**	**115.08**	**183.48**	**233.07**
Components of cash and cash equivalents				
Cash on hand	4.1	4.1	0.06	0.54
Balances with banks in current / EEFC accounts	62.15	110.98	178.54	159.64
Deposits with original maturity of less than 3 months	-	-	4.88	72.89
Total cash and cash equivalents.	**66.25**	**115.08**	**183.48**	**233.07**

Note:

1.Figures have been rounded off to two decimal places, wherever applicable.

2.The shareholders of the Company approved a bonus issue of equity shares in the ratio of 400 (Four Hundred) equity shares for every 1 (One) existing equity share held, pursuant to a resolution dated 25.07.2026, and the bonus equity shares were subsequently allotted pursuant to a Board resolution dated 27.07.2026. Further, the Company sub-divided its existing 65,00,000 equity shares of face value ₹10 each into 1,30,00,000 equity shares of face value ₹5 each, pursuant to the approval of the shareholders at the Extraordinary General Meeting held on 28.07.2026. The Earnings Per Share (EPS) has been calculated on the basis of the bonus issue and sub-division of equity shares, as applicable, to ensure comparability.

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SUMMARY OF CONTINGENT LIABILITIES

The details of our contingent liabilities per the AS 29 as on 30.06.2026, as indicated in our Restated Consolidated Financial Statement are set forth in the table below:

(₹ in lakhs)

Particulars	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
I. Contingent Liabilities				
(a) Claims against our Company not acknowledged as debts	Nil.	Nil.	Nil.	Nil.
(b) Guarantees excluding financial guarantees	Nil.	Nil.	Nil.	Nil.
(c) Other money for which our Company is contingently liable	Nil.	Nil.	Nil.	Nil.
Total Contingent Liabilities (I)				
II. Commitments	Nil.	Nil.	Nil.	Nil.
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil.	Nil.	Nil.	Nil.
(b) Uncalled liability on shares and other investments partly paid	Nil.	Nil.	Nil.	Nil.
(c) Other commitments				
Total Commitments (II)	Nil.	Nil.	Nil.	Nil.
Total (I+II)	Nil.	Nil.	Nil.	Nil.

Notes:

1. As on 30.06.2026, 31.03.2026, 31.03.2025 and 31.03.2024, our Company did not have any contingent liabilities or commitments required to be disclosed in accordance with Accounting Standard 29 – Provisions, Contingent Liabilities and Contingent Assets read with Division I of Schedule III to the Companies Act, 2013.
2. There are no outstanding demands, disputed or otherwise, in respect of income tax, goods and services tax, customs duty, provident fund, employees' state insurance or any other statutory dues payable by our Company as at 30.06.2026, other than as disclosed in the section titled ***"Outstanding Litigation and Material Developments"*** beginning on page no 230 of this Draft Red Herring Prospectus.

For further details, see the sections titled ***"Financial Information"*** and chapter titled ***"Outstanding Litigation and Material Developments"*** beginning on page no 207 and 230, respectively, of this Draft Red Herring Prospectus.

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SUMMARY OF RELAED PARTY TRANSACTIONS

A summary of related party transactions as per the requirements under AS 18 – Related Party Disclosures read with SEBI ICDR Regulations entered into by our Company with related parties for stub period on 30.06.2026 and for the Financial Years ended 31.03.2026, 31.03.2025 and 31.03.2024 are as follows:

LIST OF RELATED PARTIES AND NATURE OF RELATIONSHIP

Name of related Party	Relationship
Vinod Kumar Beli	Managing Director
Geeta P Ari	Whole-time director
Shewta Arora	Compliance Officer cum Company Secretary
Sunil Kumar K P	Chief Financial Officer
Arun Kohli	Non-Executive Director
Pankaj Kumar Sharma	Independent Director
Punyavrat	Independent Director
Prajna Ari	Relatives of Director
Sharanamma Beli	Relatives of Director
Raghavendra P Ari	Relatives of Director
Ravi Kumar Beli	Relatives of Director
Suaatas Tech Solutions Private Limited	Subsidiary of the Company (up to 31 March 2025)
Aptness IT Solutions Private Limited	Subsidiary of the Company (up to 31 March 2025)
Nirdhacloud Innovation Private Limited	Subsidiary of the Company (up to 31 March 2025)
Stackglobe Softwares Private Limited	Subsidiary
PradeepIT Global Consulting (SEA) Pte. Ltd.	Subsidiary
PradeepIT Global Consulting (America) Inc.	Subsidiary
HG Infotech Private Limited	Entity in which the relative of KMP has significant influence
Ahvi Infotech Private Limited	Entity in which the KMP has significant influence
Prastuti Consulting Private Limited	Entity in which the KMP has significant influence

TRANSACTIONS CARRIED OUT WITH RELATED PARTIES REFERRED ABOVE, IN ORDINARY COURSE OF BUSINESS

Transactions during the year:

(Amount Rs.in lakhs)

Nature of Transactions	Name of Related Parties	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Director's Remuneration	Geeta P Ari	5.40	20.42	15.84	14.33
Director's Remuneration	Vinod Kumar Beli	4.80	12.66	-	-
KMP Remuneration	Sunil Kumar K P	3.27	-	-	-
Sitting Fees paid to Independent Director	Punyavrat	0.20	-	-	-
Professional Fees paid to Director	Vinod Kumar Beli	-	-	-	19.25
Professional Fees paid to relative of director	Ravi Kumar Beli	-	4.50	27.37	21.06
Professional Fees paid to relative of director	Sharanamma Beli	0.90	-	-	-
Loan received from director	Vinod Kumar Beli	12.50	-	-	-
Rent paid to Relative of Director	Raghavendra P Ari	-	1.88	1.80	1.20
Salaries paid to relatives of directors during the F.Y.	Prajna Ari	-	-	3.20	-
	Sharanamma Beli	-	-	3.60	3.30
Sale of Service	HG Infotech Private Limited	-	-	721.93	328.19

Services Received	HG Infotech Private Limited	-	49.58	138.42	175.56
Services Received	Ahvi Infotech Private Limited	18.55	114.34	311.51	6.30
Services Received	Prastuti Consulting Private Limited	-	14.60	5.64	8.56
Sales to Related Parties	Pradeepit Global Consulting (SEA) Pte Ltd	-	155.00	278.10	128.50
	PradeepIT Global Consulting (America) Inc.	-	36.74	-	-
Services availed from Related Parties	Nirdhacloud Innovation Pvt. Ltd.*	-	-	5.25	-
	Stackglobe Softwares Pvt. Ltd.	51.45	171.18	34.64	8.54
Expenditure inccured on behalf of Subsidiary	Pradeepit Global Consulting (SEA) Pte Ltd	-	-	2.24	2.06
Loan paid to related parties during the year	**Vinod Kumar Beli**	-			
	Opening Balance	-	66.97	66.97	-
	Add: Amount advanced for property	-	-	-	66.97
	Less: repaid during the year	-	-66.97	-	-
	Closing Balance	-	-	66.97	66.97
		-			
	Suaatas Tech Solutions Pvt. Ltd.*				
	Opening Balance	-	-	-	-
	Add: Loan/Amount Advanced During the year	-	-	50.50	-
	Less: Loan repaid during the year	-	-	-	-
	Closing Balance	-	-	50.50	-

**During the financial year 2025–26, Suaatas Tech Solutions Private Limited, Aptness IT Solutions Private Limited and Nirdhacloud Innovation Private Limited ceased to be subsidiaries of the Group with effect from 1 April 2025, consequent to the sale of the Holding Company's entire shareholding in these entities*

Outstanding Balance at the end of the year:

(Amount in lakhs)

Particulars	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Trade Payables				
Nirdhacloud Innovation Pvt. Ltd.	-	-	2.69	-
Stackglobe Softwares Pvt. Ltd.	59.48	51.96	7.13	6.04
HG Infotech Private Limited	-	-	11.55	92.99
Ahvi Infotech Private Limited	-	-	-	1.80
Trade Receivables				
Pradeepit Global Consulting (SEA) Pte. Ltd	-	-	15.30	30.60
PradeepIT Global Consulting (America) Inc.	25.71	25.71	-	-
HG Infotech Private Limited	11.21	11.21	158.07	280.41
Advance from Related party				
Pradeepit Global Consulting (SEA) Pte. Ltd	125.30	80.30	-	-

Advance to Related party				
Suaatas Tech Solutions Private Ltd.	-	-	28.33	-
Ahvi Infotech Private Limited	28.80	6.45	-	-
Loan Payable to Director				
Vinod Kumar Beli	12.50	-	-	-
Rent Payable to Relative of Director				
Raghavendra P Ari	-	0.16	0.15	0.15
Sitting fees payable				
Punyavrat	0.20	-	-	-

Transaction and balances with related parties of subsidiaries:

a. Transactions with the related parties:

With respect to Pradeepit Global Consulting (SEA) Pte. Ltd:

Nature of Transaction	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Services availed from Related Parties	Pradeepit Global Consulting Limited	-	155.00	278.10	128.50

With respect to PradeepIT Global Consulting (America) Inc.

Nature of Transaction	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Services availed from Related Parties	Pradeepit Global Consulting Limited	-	36.74	-	-

With respect to Stackglobe Private Limited.

Nature of Transaction	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Professional/Consulting Services provided to related party	Pradeepit Global Consulting Limited	51.45	171.18	34.64	8.54
Loan from related party	Director of subsidiary	5.00	27.84	4.38	4.25
Repayment of loan to related party	Director of subsidiary	0.75	2.00	7.01	-

With respect to Suaatas Tech Solutions Private Limited.

Nature of Transaction	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Loan taken from related party	Pradeepit Global Consulting Limited	-	-	50.50	-
Advance received from related party in the nature of Advance	Pradeepit Global Consulting Limited	-	-	28.33	-
Loan from related party	Director of subsidiary	-	-	9.33	15.00

With respect to Nirdhacloud Innovation Private Limited.

Nature of Transaction	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Professional/Consulting Services provided to related party	Pradeepit Global Consulting Limited	-	-	5.25	-
Loan from related party	Director of subsidiary	-	-	3.43	-

With respect to Aptness IT Solutions Private Limited.

Nature of Transaction	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Loan from related party	Director of subsidiary	-	-	4.60	-

b. Related party balances:

With respect to Pradeepit Global Consulting (SEA) Pte. Ltd:

Outstanding Balances	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Receivables from related parties	Pradeepit Global Consulting Limited	125.30	80.30	-	-
Payables to related parties	Pradeepit Global Consulting Limited			15.30	30.60

With respect to PradeepIT Global Consulting (America) Inc.

Outstanding Balances	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Payables to related parties	Pradeepit Global Consulting Limited	47.71	25.71	-	-

With respect to Stackglobe Private Limited.

Outstanding Balances	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Trade Receivables from related party including unbilled trade receivables	Pradeepit Global Consulting Limited	59.48	51.96	7.13	6.04
Loan from related party	Director of subsidiary	31.71	27.46	1.62	4.25

With respect to Suaatas Tech Solutions Private Limited.

Outstanding Balances	Related party	For the Period	As at 31 March	As at 31 March	As at 31 March

		ended 30.06.2026	31.03.2026	31.03.2025	31.03.2024
Loan from related party	Pradeepit Global Consulting Limited	-	-	50.50	-
Advance from related party in the nature of Advance from Customer	Pradeepit Global Consulting Limited	-	-	28.33	-
Loan from related party	Director of subsidiary	-	-	24.33	15.00

With respect to Nirdhacloud Innovation Private Limited.

Outstanding Balances	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Trade receivables from related party	Pradeepit Global Consulting Limited	-	-	2.69	-
Loan from related party	Director of subsidiary	-	-	3.43	-

With respect to Aptness IT Solutions Private Limited.

Outstanding Balances	Related party	For the Period ended 30.06.2026	As at 31 March 31.03.2026	As at 31 March 31.03.2025	As at 31 March 31.03.2024
Loan from related party	Director of subsidiary	-	-	4.60	-

Note: Transactions and balances between the Company and its subsidiaries (PradeepIT Global Consulting (SEA) Pte. Ltd, Stackglobe, Nirdhacloud and PradeepIT America) have been eliminated in the Restated Consolidated Financial Information. They are disclosed above on a gross basis, without elimination, as required by Schedule VI Part A (11)(II)(A)(i)(g) of the SEBI ICDR Regulations, which requires disclosure of related party transactions of the consolidated entities whether eliminated on consolidation or not.

For further details, please see the section titled ***"Financial Information"*** beginning on page 207 of this Draft Red Herring Prospectus.

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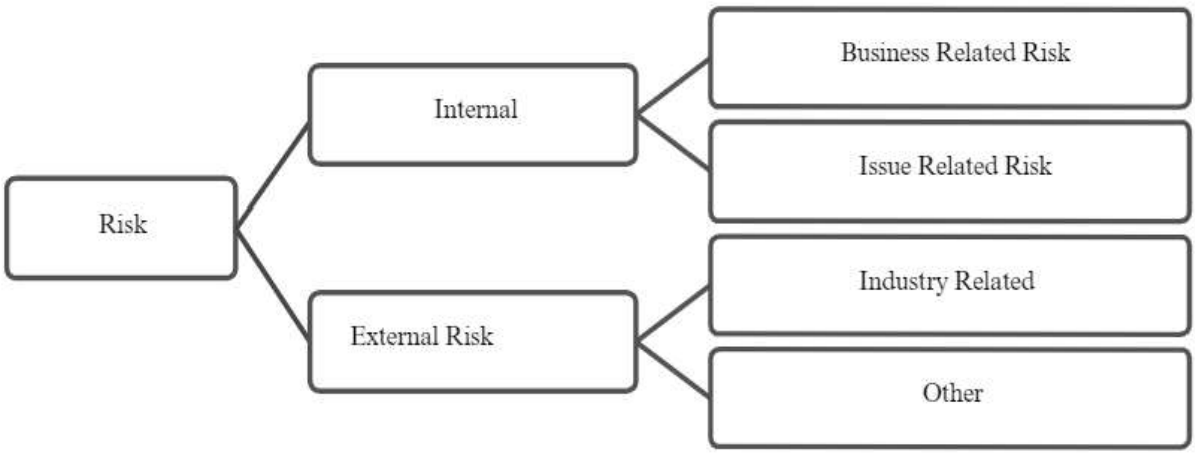
SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Draft Red Herring Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate, and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Draft Red Herring Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the chapters entitled ***"Business Overview"*** *and* ***"Management's Discussion and Analysis of Financial Position and Results of Operations"*** *on page no. 142 and 211 of this Draft Red Herring Prospectus respectively as well as other financial and statistical information contained in this Draft Red Herring Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.*

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

Materiality

1. The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.
2. Some events may have material impact quantitatively;
3. Some events may have material impact qualitatively instead of quantitatively.
4. Some events may not be material individually but may be found material collectively.
5. Some events may not be material at present but may be having material impact in future.



INTERNAL RISK FACTOR

1. Our business is dependent on our ability to secure new engagements and retain existing customers, and a significant portion of our revenue is derived from a limited number of customers. Any loss of customers or reduction in business from them may adversely affect our business, financial condition and results of operations.

Our business depends on our ability to identify prospective customers, secure new engagements and maintain and expand our relationships with existing customers. We provide technology consulting, enterprise application implementation, migration, integration, cloud services, Data and Artificial Intelligence services, IT infrastructure and consulting, recruitment delivery services and IT-enabled services to customers in India and international markets. Our revenue depends on the engagements awarded by our customers, the scope of services provided and the duration and commercial terms of such engagements.

A significant portion of our revenue from operations is derived from a limited number of customers. Our top customers contributed the percentages of our revenue from operations for the financial years ended 31.03.2026, 31.03.2025 and 31.03.2024, and the stub period ended 30.06.2026, as set out in the table below. The following table sets forth the revenue from operations attributable to our top customers during these periods:

Particular	31.03.2024	%age*	31.03.2025	%age*	31.03.2026	%age*	30.06.2026	%age*
Customer 1	730.28	30.73%	721.93	21.08%	2,142.52	55.78%	613.55	64.41%
Customer 2	405.44	17.06%	701.37	20.48%	352.15	9.17%	99.31	10.43%
Customer 3	353.08	14.86%	415.29	12.12%	301.21	7.84%	51.58	5.41%
Customer 4	328.19	13.81%	363.17	10.60%	289.66	7.54%	45.67	4.79%
Customer 5	183.22	7.71%	323.73	9.45%	200.96	5.23%	16.39	1.72%
Customer 6	181.11	7.62%	300.84	8.78%	96.83	2.52%	16.13	1.69%
Customer 7	65.13	2.74%	71.7	2.09%	55.92	1.46%	14.28	1.50%
Customer 8	63.49	2.67%	66.39	1.94%	55.2	1.44%	14.25	1.50%
Customer 9	21.11	0.89%	36.46	1.06%	41.54	1.08%	13.46	1.41%
Customer 10	18.92	0.80%	35.87	1.05%	30.31	0.79%	7.82	0.82%
Total	**2,349.97**	**98.90%**	**3,036.75**	**88.66%**	**3,566.30**	**92.85%**	**892.44**	**93.69%**

**The calculation is done by dividing sales made to customers with the total revenue from operations.*

Notes:

(1) The name of Customers is not disclosed due to absence of consent.
(2) References to 'customers' are to customers in a particular Financial Year / Period and do not refer to the same customers across all Financial Year / periods.

The above data is certified by Peer Review Auditor, M/s A G R A And Co, Chartered Accountants, vide their certificate dated 03.11.2026.

Our ability to secure new engagements and continue our relationships with existing customers depends on our ability to meet their requirements in terms of service quality, technical capabilities, pricing and delivery. However, there can be no assurance that our existing customers will continue to engage us, renew their existing engagements or award additional projects to us. Customers may reduce the volume or scope of services availed from us, postpone or reduce their expenditure, engage other service providers, develop the required capabilities internally or discontinue their engagements in accordance with the applicable contractual terms. Further, the completion of an engagement may not result in additional work from the same customer, and new engagements may be awarded on different commercial terms.

Any loss of one or more customers, reduction in business volumes or failure to secure new engagements may reduce our revenue from operations. The impact may be significant where the affected customers contribute a substantial portion of our revenue. A reduction in business volumes may also result in lower utilisation of our personnel and delivery resources, while the costs associated with maintaining our operations may continue. We may also incur additional costs to identify new customers and secure replacement engagements. Accordingly, our inability to retain existing customers, maintain business volumes or secure new engagements may adversely affect our revenue, profitability, cash flows, business, financial condition and results of operations.

2. ***Our business is substantially dependent on revenue generated from our ERP-related Services. Any reduction in demand for, or our inability to effectively provide, such services could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

A substantial portion of our revenue from operations is derived from our ERP-related Services. The following table sets forth the contribution of our various service offerings to our revenue from operations for the mid period ending on 30.06.2026 and last three Fiscals:

Segments	31.03.2024		31.03.2025		31.03.2026		30.06.2026	
	Amount	**%age***	**Amount**	**%age***	**Amount**	**%age***	**Amount**	**%age***
ERP-related Services	1,618.16	68.10%	1,877.15	54.80%	1,580.54	41.15%	460.8	48.38%
IT Infrastructure and Consulting	528.62	22.25%	569.18	16.62%	710.04	18.49%	183.03	19.21%
Data and Artificial Intelligence Services	135.9	5.72%	838.73	24.49%	438.88	11.43%	118.05	12.39%
IT-Enabled Services (ITeS)	0.77	0.03%	47.84	1.40%	1,035.01	26.95%	165.27	17.35%
Cloud Services	90.8	3.82%	92.32	2.70%	76.38	1.99%	17.9	1.88%
Recruitment Delivery Services	1.95	0.08%	-	-	-	-	7.5	0.79%
Others	-	-	-	-	-	-	-	-
Total	**2,376.20**	**100.00%**	**3,425.22**	**100.00%**	**3,840.85**	**100.00%**	**952.55**	**100.00%**

**The calculation is done by dividing sales made to customers with the total revenue from operations.*
As certified by Peer Reviewed Auditor of our Company i.e., M/s. A G R A AND CO.., Chartered Accountants by way of their certificate dated 03.11.2026.

As reflected in the table above, our revenue from operations is primarily derived from our ERP-related Services, which has consistently contributed a significant portion of our total revenue from operations during the stub period ending on 30.06.2026 and financial years ended 31.03.2026, 31.03.2025 and 31.03.2024, Accordingly, our business performance is substantially dependent on the continued demand for these services and our ability to successfully execute and deliver such engagements. Any reduction in customer demand, failure to secure new projects, inability to retain existing customers, increased competition, technological changes, pricing pressures, or any disruption in the delivery of these services could adversely affect our revenue from operations and, consequently, have a material adverse effect on our business, financial condition, results of operations and cash flows.

3. ***Our business involves complex enterprise technology implementation, migration and integration projects, including SAP and other ERP-related projects, and failure to successfully execute such projects may result in delays, additional costs, contractual claims and reputational damage.***

A significant portion of our business involves implementation, migration, integration, customisation and support of enterprise applications and technology infrastructure. Our ERP-related services include SAP migration, SAP S/4HANA implementation, SAP ABAP, SAP BODS, SAP BTP, application management and services relating to Microsoft Dynamics 365, Oracle and Salesforce. We undertake SAP ECC to S/4HANA migration projects using brownfield, greenfield and bluefield approaches, depending upon customer requirements.

Enterprise technology projects may involve multiple stages, including assessment of the customer's existing environment, requirement gathering, solution architecture, configuration, development, data migration, integration, testing, user acceptance testing, deployment, go-live and post-implementation support. In the case of ERP migration projects, these activities may additionally involve migration of business processes, configurations, historical data, interfaces and custom developments from legacy systems to newer enterprise platforms.

The successful execution of such projects depends on several factors, including our accurate understanding of customer requirements, availability and cooperation of customer personnel, accuracy and completeness of customer data, compatibility and integration with existing systems, availability of suitably skilled employees, timely customer decisions and approvals, effective project management and coordination with customers and other technology providers.

Migration and implementation projects may be affected by data inconsistencies, incomplete legacy data, incorrect data mapping, configuration errors, custom-code dependencies, integration failures, incompatibility between systems or changes in customer requirements. Such projects may also require customers to modify their existing

business processes, and delays in customer decisions, approvals or changes in requirements may increase the resources and time required to complete a project.

Failure at any stage of an implementation or migration project may result in delays, rework, additional manpower requirements or increased project costs. Technical issues may also arise after implementation or go-live, requiring additional support and remediation. Where the affected system supports critical business processes such as finance, procurement, supply chain, sales, customer relationship management or human resources, the consequences of an implementation failure may be significant for the customer and consequently may expose us to contractual claims, service credits, indemnity claims, customer dissatisfaction, reputational damage or loss of future business.

4. **Our technology services involve implementation, migration, integration and ongoing support of enterprise *applications* and technology infrastructure, and any failure to execute projects, meet customer requirements or manage service delivery and project costs may adversely affect our business, financial condition and results of operations.**

Our business includes enterprise application implementation, migration, integration, customisation and support, managed services, application maintenance, cloud services, IT infrastructure and consulting, and Data and Artificial Intelligence services. Our enterprise technology services include SAP migration, SAP S/4HANA implementation, SAP ABAP, SAP BODS, SAP BTP, application management and services relating to Microsoft Dynamics 365, Oracle and Salesforce. We also undertake SAP ECC to S/4HANA migration projects using brownfield, greenfield and bluefield approaches, depending on customer requirements. Our cloud services include cloud migration, deployment, infrastructure configuration, management, optimisation and disaster recovery support. Our Data and Artificial Intelligence services include large language model training, model assessment and improvement, prompt engineering, machine learning engineering, data engineering, data migration, data governance and AI/ML operations support.

The execution of our projects may involve several stages, including assessment of existing systems, understanding customer requirements, solution design, configuration, development, data migration, system integration, testing, deployment and post-implementation support. The successful completion of these activities depends on our ability to understand customer requirements, deploy appropriately skilled personnel, manage project timelines and costs, maintain coordination with customers and other technology providers, and ensure that the required technical and operational activities are completed in accordance with the agreed scope and contractual terms.

Our projects may be affected by incomplete or inconsistent customer data, incorrect data mapping, configuration errors, customised code dependencies, compatibility issues, integration failures, changes in customer requirements or delays in receiving customer inputs and approvals. Cloud migration and implementation activities may also be affected by incorrect configurations, data transfer issues, security vulnerabilities or incompatibility between existing systems and cloud environments. In addition, artificial intelligence solutions may produce inaccurate, incomplete or biased outputs depending on the quality of the underlying data, the models used, system integrations and customer-specific requirements. Such issues may require additional work, changes to the proposed solution, further testing or deployment of additional personnel and may result in delays or increased project costs.

Certain of our engagements are undertaken on a fixed-price basis, under which the consideration is agreed based on the defined scope of work and deliverables. If the actual work, time or resources required to complete a project exceed our initial estimates, we may incur additional costs without a corresponding increase in revenue. We may also be required to undertake additional activities arising from changes in requirements or technical issues, where the customer does not agree to additional consideration or where we are unable to obtain approval for such work. These circumstances may reduce the margins generated from the affected engagements.

We also provide managed services, application support, maintenance, cloud management, system monitoring, incident management and other recurring support services. These services require us to respond to incidents, resolve technical issues, maintain system availability and provide support within the timelines and service levels agreed with customers. Any delay or failure in providing the required services may affect customer operations and result in service credits, penalties, contractual claims, customer dissatisfaction or termination or non-renewal of contracts, where applicable under the relevant agreements.

Further, our Data and Artificial Intelligence services may involve the use or processing of customer data, depending on the scope of the relevant engagement. Errors in data handling or failure to comply with applicable contractual, privacy, intellectual property or regulatory requirements may result in customer claims, additional costs or restrictions on our services. Changes in the legal and regulatory requirements applicable to artificial intelligence and

data use may also require us to modify our service delivery practices, technology solutions or internal processes. Any failure to complete projects within agreed timelines, meet technical or service requirements, manage project costs or resolve customer issues may result in additional expenditure, reduced profitability, contractual disputes, claims, reputational damage or loss of existing and future business. Such events may also affect our ability to retain customers and secure repeat or additional engagements. Accordingly, any of these factors may adversely affect our business, financial condition, cash flows and results of operations.

5. ***Data networks are vulnerable to attacks, unauthorised access and disruptions. Losses or liabilities that are incurred as a result of any of the foregoing could materially adversely affect our business, financial condition and results of operations.***

Data networks are also vulnerable to attacks, unauthorised access and disruptions. For example, in a number of public networks, hackers have bypassed firewalls and misappropriated confidential information, including personally identifiable information. It is possible that, despite existing safeguards, an employee could misappropriate our customers' proprietary information or data, exposing us to a risk of loss or litigation and possible liability.

In such cases, if our services cause disruptions to our customers' businesses or result in us providing inadequate service, our customers may have claims for substantial damages against us, which could materially adversely affect our business, financial condition and results of operations. If our IT professionals (including the contract workers we hire) make errors in the course of delivering services to our customers or fail to consistently meet service requirements of a customer, these errors or failures could disrupt the customer's business, which could result in a reduction in our revenues or a claim for substantial damages against us. In addition, a failure or inability to meet a contractual requirement could seriously damage our reputation and affect our ability to attract new business.

Our computer networks may be vulnerable to unauthorised access, computer hackers, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by third parties or employees. Although we have not experienced such attacks in the past, we cannot assure you that our security systems in place can prevent any such attacks in the future or that we will be able to handle such attacks effectively. A hacker who circumvents security measures could misappropriate proprietary information, including personally identifiable information, or cause interruptions or malfunctions in our operations. Further, computer attacks or disruptions may jeopardise the security of information stored in and transmitted through our computer systems. Actual or perceived concerns that our systems may be vulnerable to such attacks or disruptions may deter our customers from using our solutions or services. As a result, we may be required to expend significant resources to protect against the threat of these security breaches or to alleviate problems caused by these breaches.

The services we provide are often critical to our customers' businesses. Certain of our customer contracts require us to comply with security obligations including maintaining network security and backup data, ensuring our network is virus-free, maintaining business continuity planning procedures, and verifying the integrity of employees that work with our customers by conducting background checks. Any failure in a customer's system or breach of security relating to the services we provide to the customer could damage our reputation or result in a claim for substantial damages against us. Any significant failure of our equipment or systems, or any major disruption to basic infrastructure like power and telecommunications in the locations in which we operate, could impede our ability to provide services to our customers, have a negative impact on our reputation, cause us to lose customers, and materially adversely affect our business, financial condition and results of operations

Under our contracts with our customers, our liability for breach of our obligations is in some cases limited pursuant to the terms of the contract. Such limitations may be unenforceable or otherwise may not protect us from liability for damages. In addition, certain liabilities, such as claims of third parties for which we may be required to indemnify our customers, are generally not limited under our contracts. The successful assertion of one or more large claims against us in amounts greater than those covered by our current insurance policies could materially adversely affect our business, financial condition and results of operations. Even if such assertions against us are unsuccessful, we may incur reputational harm and substantial legal fees.

6. ***We generate a significant portion of our revenue from certain geographical regions, and any adverse developments in these regions may materially and adversely affect our revenue and results of operations.***

A substantial portion of our revenue is derived from sales to customers located in specific geographical regions such as consequently, our business is exposed to concentration risks arising from economic, regulatory, and operational conditions prevailing in these regions. Our dependence on these markets renders our revenue and profitability vulnerable to any adverse developments that may occur within such territories.

The following table sets forth our revenue from customers in these regions for the years indicated, which are also expressed as a percentage of our total revenue from operations:

State	31.03.2024		31.03.2025		31.03.2026		30.06.2026	
	Amount	%age	Amount	%age	Amount	%age	Amount	%age
Domestic Revenue Bifurcation Statewise								
Karnataka	1,696.13	71.38%	2,787.29	81.38%	2,576.74	67.09%	618.18	64.90%
Madhya Pradesh	63.49	2.67%	38.81	1.13%	199.98	5.21%	-	-
Maharashtra	219.04	9.22%	101.27	2.96%	185.36	4.83%	73.34	7.70%
Tamil Nadu	25.54	1.07%	2.9	0.08%	287.48	7.48%	114.01	11.97%
Telangana	-	-	12.09	0.35%	113.69	2.96%	46.01	4.83%
Uttar Pradesh	-	-	-	-	0.02	0.00%	-	-
West Bengal	-	-	-	-	5.24	0.14%	-	-
Haryana	-	-	-	-	-	-	11.93	1.25%
Total Domestic Revenue	**2,004.20**	**84.34%**	**2,942.36**	**85.90%**	**3,368.51**	**87.70%**	**863.47**	**90.65%**
Export Revenue Bifurcation Countrywise								
Singapore	353.08	14.86%	440.57	12.86%	322.25	8.39%	16.67	1.75%
United States of America	18.92	0.80%	40.19	1.17%	150.09	3.91%	72.41	7.60%
South Africa	-	-	2.1	0.06%	-	-	-	-
Total Export Revenue	**372**	**15.66%**	**482.86**	**14.10%**	**472.34**	**12.30%**	**89.08**	**9.35%**
Total Revenue	**2,376.20**	**100.00%**	**3,425.22**	**100.00%**	**3,840.85**	**100.00%**	**952.55**	**100.00%**

7. Our Company, our Promoters and Directors are involved in certain legal proceedings. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.

A summary of outstanding matters set out below includes details of civil and criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, Directors, Promoter and Group Company, as at the date of this Draft Red Herring Prospectus.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	06	Nil	Nil	01	17.68
Promoters						
By Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Directors other than Promoters						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	01	Nil	Nil	Nil	20.60
Of the Group Company/s						
By our Group Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Company	Nil	06	Nil	Nil	Nil	0.47
Of the KMP						
By our KMP	Nil	Nil	Nil	Nil	Nil	Nil
Against our KMP	Nil	Nil	Nil	Nil	Nil	Nil

The amounts claimed in these proceedings have been disclosed to the extent. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company, our subsidiary, our Promoters, our directors and KMP, see chapter titled ***"Outstanding Litigations and Material Developments"*** beginning on page 230 of this Draft Red Herring Prospectus.

8. Delays in collection of our trade receivables may adversely affect our cash flows, working capital, results of operations and financial condition.

Our Company provides Data and Artificial Intelligence Services, IT Infrastructure and Consulting, Cloud Services, Recruitment Delivery Services, ERP-related Services and IT-Enabled Services (ITeS). Our business requires us to make regular payments to our employees and suppliers, while collections from customers depend on contractual terms, completion or certification of services, invoicing and customer payment processes. Accordingly, timely collection of trade receivables is important for meeting our payment obligations and managing our working capital requirements.

Certain customers have delayed payments to our Company during the stub period ended 30.06.2026 and the financial years ended 31.03.2026, 31.03.2025 and 31.03.2024. Although we monitor outstanding receivables and consider the creditworthiness and payment history of our customers, there can be no assurance that customers will make payments within the agreed credit periods or that all amounts due to us will be collected in a timely manner. Delays may arise due to disputes, delays in certification or invoicing, or other reasons relating to customer payment processes.

If our customers delay payments or fail to pay amounts due to us, our trade receivables may remain outstanding for longer periods, affecting the availability of funds for our day-to-day operations. We may need to arrange additional funds to meet our employee, supplier and other business payment obligations, which may increase our working capital requirements and finance costs. Further, if any amounts due from customers become difficult to recover, we may be required to make provisions or write off such amounts, which may adversely affect our profitability.
Our estimates and projections are based on our current expectations, assumptions, historical trends and prevailing conditions. Actual results may differ from those anticipated, and there can be no assurance that our expected financial performance or cash flows will be achieved. Any significant delay or failure in collecting trade receivables may affect our cash flows and ability to meet our payment obligations as they fall due, and may adversely affect our business, financial condition and results of operations.

The following table sets forth certain information relating to our trade receivables and bad debts expenses for the periods indicated:

Particulars for the period	30.06.2026	31.03.2026	31.03.2025	31.03.2024
Revenue from Operations Trade Receivables	952.55	3840.85	3425.22	2376.2
Trade Receivables	905.57	911.55	855.56	675.46
Trade Receivables as a % of Revenue from Operations	95.07%	23.73%	24.98%	28.43%

Our ability to collect receivables also depends on our timely performance of contractual obligations, including deployment of manpower and delivery of contracted services. Any failure or delay in fulfilling such obligations may result in delayed invoicing, withholding or deductions from payments, disputes or other contractual remedies, thereby adversely affecting collections. There can be no assurance that we will not experience material delays in collection, customer defaults or credit losses in the future. Any such occurrence could adversely affect our liquidity, cash flows, working capital requirements, results of operations and financial condition.

9. **Our business depends on the availability and utilisation of suitably qualified personnel and the continuity of our delivery operations, and any reduction in personnel utilisation or disruption to our delivery infrastructure may adversely affect our business, financial condition and results of operations.**

Our business involves technology consulting, implementation, migration, integration, application support, managed services, cloud services, Data and Artificial Intelligence services, IT infrastructure, contract staffing, contract-to-hire, resource augmentation and other technology-enabled services. We undertake certain engagements under time-and-material and resource augmentation models, under which customers generally pay based on the personnel deployed, hours worked or other agreed parameters. Our ability to generate revenue from these engagements depends on the availability of suitably qualified personnel, the number of personnel deployed on billable assignments and the billing rates agreed with customers.

Customer requirements and staffing needs may vary depending on project schedules, the scope of services and the duration of engagements. Customers may delay project commencement, reduce staffing requirements, postpone personnel deployment or terminate assignments in accordance with the applicable contractual terms. In such circumstances, personnel may remain unutilised or may not be immediately redeployed to other billable assignments, while we may continue to incur salaries and other employee-related expenses. Further, if we are unable to identify and deploy personnel with the required skills and experience within the expected timelines, we may be unable to meet customer requirements or secure the relevant engagements. Any reduction in billable personnel, utilisation or billing rates may adversely affect our revenue and operating margins.

Our ability to deliver services also depends on the availability and functioning of our delivery infrastructure, information technology systems, communication networks and other resources used by our personnel. Our principal delivery centre is located in Bengaluru, and we also operate through a remote working model under which personnel perform their functions from different locations. Our delivery operations may be affected by power failures, internet or telecommunications disruptions, network outages, hardware or software failures, system breakdowns, fire, natural events, civil disturbances or other circumstances that affect access to our infrastructure, technology systems or customer environments. Remote working arrangements may also be affected by disruptions to local infrastructure, communication networks or the availability of systems and resources required by our personnel.

Any disruption to our delivery infrastructure, technology systems or remote working arrangements may delay project execution, interrupt application support or managed services, affect our ability to meet contractual timelines and service requirements, or require additional expenditure to restore normal operations. Such disruptions may also affect coordination with customers and other service providers and may result in contractual claims, customer dissatisfaction or loss of business. Although we may have arrangements to support continuity of operations, these arrangements may not prevent or fully mitigate the impact of every disruption.

Accordingly, any reduction in personnel utilisation, inability to deploy suitably qualified personnel, decline in billing rates or disruption to our delivery operations may result in lower revenue, continued employee-related costs, increased operating expenditure, delays in service delivery or loss of customer engagements. Any of these circumstances may adversely affect our business, financial condition and results of operations.

10. ***We have experienced negative cash flows in the past and may continue to do so in the future and the same may adversely affect our cash flow requirements, which in turn may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition***

We have experienced negative net cash flows from operating, investing and financing activities in the past and may continue to experience such negative operating cash flows in the future. The following table sets forth certain information relating to our cash flows based on the Restated Consolidated Financial Statements for the periods indicated:

Particulars	30.06.2026	31.03.2026	31.03.2025	31.03.2024
Net Cash Generated/(Used) From Operating Activities	102.59	490.13	-17.29	202.57
Net Cash Generated/(Used) From Investing Activities	-31.02	-431.82	-216.95	-363.28
Net Cash Generated/(Used) From Financing Activities	-120.4	-126.71	184.65	159.65
Net Increase/(Decrease) in Cash and Cash Equivalents	-48.83	-68.4	-49.59	-1.06

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected.

For further details, see chapter titled ***"Restated Financial Statements"*** and ***"Management's Discussion and Analysis of Financial Position and Results of Operations"*** beginning on pages 207 and 211 respectively of this Draft Red Herring Prospectus.

11. Our Company Has Experienced a Significant Increase in Profit After Tax in FY 2024–25, and There Can Be No Assurance That Such Growth in Profitability Will Be Sustained in the Future

Our Company's Profit After Tax ("PAT") increased significantly from ₹204.22 lakhs in FY 2023–24 to ₹349.35 lakhs in FY 2024–25, representing a growth of approximately 71.07%. Subsequently, our Company recorded a PAT of ₹403.40 lakhs in FY 2025–26 and ₹102.84 lakhs for the three months ended June 30, 2026. Further, our PAT margin increased from 8.59% in FY 2023–24 to 10.20% in FY 2024–25, and stood at 10.50% in FY 2025–26 and 10.79% for the three months ended June 30, 2026. Such growth in PAT and improvement in PAT margin may not be sustainable in the future.

The increase in PAT may have been influenced by various factors, including changes in operating expenses, other income, cost efficiencies and prevailing business conditions, which may not continue to have a similar impact in subsequent financial periods. Further, although our Company's Revenue from Operations increased by approximately 44.14% in FY 2024–25, the growth in PAT during the same period was significantly higher than the growth in revenue. Accordingly, there can be no assurance that our Company will be able to maintain its current level of profitability or achieve similar growth in PAT in the future. Any decline in profitability or inability to sustain the growth in PAT could adversely affect our business, results of operations, financial condition and cash flows.

12. Our registered office and other offices are occupied under short-term leave and license arrangements, and any non-renewal or termination of these arrangements may adversely affect our business operations and financial condition.

Our registered office and other offices are not owned by us and are occupied under an agreement for a short term of 11 months. Any non-renewal, termination or adverse change in terms may disrupt our operations.

Our Company does not own the premises from which it operates. Our registered office and/or other offices are occupied under rental or leave and license arrangements for specified periods. We cannot assure you that such arrangements will be renewed upon expiry or that any renewal will be on terms acceptable to us. Any non-renewal, termination, dispute with the landlord/licensor or change in the terms of these arrangements may require us to vacate the premises and relocate our operations.

Because the agreement is for a term of only 11 months, it provides limited security of tenure. The agreement does not contain an automatic renewal clause, and renewal depends on the mutual consent of the parties. We cannot assure you that the agreement will be renewed on commercially acceptable terms, or at all. The licensor may also decline to renew, revise the rent or license fee substantially on renewal, or terminate the arrangement by giving notice as per its terms. If this happens, we may be required to vacate the premises at short notice and relocate, which could result in:

1. disruption to our operations and delivery to clients, and possible loss of productivity;
2. additional costs for identifying new premises, shifting, fit-outs, security deposits and IT/infrastructure setup;
3. higher rent and other occupancy costs;
4. the need to change the address on our registrations, licenses, GST, bank records and client contracts.

these events could have an adverse effect on our business, results of operations and financial condition. for more details, related to properties please refer to the chapter title ***"Business Overview"*** on page no 142 of this Draft Red Herring Prospectus.

13. Our reliance on third-party technology platforms, software and cloud service providers may adversely affect our ability to deliver services.

Our services are built around or delivered through various third-party enterprise technology platforms and software, including SAP, Microsoft Dynamics 365, Oracle and Salesforce, as well as cloud environments and other technology tools. We do not control the development roadmaps, pricing, licensing terms, technical architecture or support policies of such third parties. Changes to these platforms may require our employees to undergo additional training or certification or may require us to modify our service methodologies. If a third-party platform is discontinued, materially changed, becomes unavailable, increases in price or is replaced by a competing technology, customer requirements and demand for related services may change. Our ability to remain commercially relevant therefore depends partly upon our ability to adapt to changes introduced by technology vendors.

14. We may experience software defects, which could harm our business and expose us to potential liability

Our services are based on software and computing systems, and the software(s) underlying our services may contain undetected errors or defects when first introduced or when new versions are released. In addition, we may experience difficulties in installing or integrating our technology on systems used by our customers. For instance, defects in our software, errors or delays in the processing of electronic transactions or other difficulties could result in the interruption of business operations, delays in market acceptance, additional development and remediation costs, diversion of technical and other resources, loss of customers, negative publicity or exposure to liability claims. We may be liable under the terms of our agreements with customers for software defects, and failure to maintain our software and functioning could adversely affect our business, financial condition and results of operations.

15. Our international operations expose us to risks arising from changes in laws, regulations and business conditions in overseas markets, particularly the USA and Singapore, which may adversely affect our business, financial condition and results of operations.

We provide services to customers in international markets and have subsidiaries in the USA and Singapore. Our international operations expose us to multiple legal and regulatory frameworks, which may differ from those applicable in India and may be subject to changes or varying interpretations. These requirements may include those relating to taxation, employment and labour, data protection and privacy, technology and cybersecurity, immigration, foreign exchange, trade and cross-border activities, sanctions, anti-corruption and other regulatory or compliance matters.

Our business in overseas markets may also be affected by changes in economic conditions, customer spending, business sentiment, political or regulatory developments, trade-related measures, restrictions on cross-border activities and other factors beyond our control. Any increase in the cost or complexity of complying with applicable overseas laws and regulations may require us to incur additional expenditure or modify our business practices and service delivery arrangements.

Further, any failure by us or our subsidiaries, employees, contractors or service providers to comply with applicable requirements in the jurisdictions in which we operate could result in regulatory actions, penalties, claims, restrictions on our operations, delays in obtaining or maintaining required approvals or damage to our reputation. Changes in laws, regulations or business conditions in the USA, Singapore or other international markets may therefore adversely affect customer demand, increase our operating costs or delay or restrict our ability to provide services, which could adversely affect our business, financial condition, results of operations and prospects.

16. Changing regulations in India could lead to new compliance requirements that are uncertain. The regulatory environment in which we operate is evolving and is subject to change.

The Government of India may implement new laws or other regulations that could affect the sectors we serve which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. ur business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations. Any such changes and the related uncertainties with respect to the implementation or change in the legal framework may have a material adverse effect on our business, financial condition and results of operations.

17. We are required to maintain various licences, registrations, approvals, consents and permits for carrying on our business, and certain of our existing licences, registrations and approvals are presently in the name of our

erstwhile private limited company. Any delay or failure in updating the name of the Company pursuant to its conversion into a public limited company may result in regulatory or operational difficulties and adversely affect our business, financial condition, results of operations and prospects.

Our business operations are subject to various central, state and local laws and regulations and, in the ordinary course of our business, we are required to obtain and maintain various statutory registrations, licences, approvals, consents and permits, including applicable tax registrations, labour-related registrations and other registrations and approvals relevant to our business operations. We may also be required to renew, amend, update or obtain such registrations, licences, approvals, consents and permits from time to time.

Our Company was recently converted from a private limited company into a public limited company and, pursuant to such conversion, the name of the Company has been changed from **PradeepIT Global Consulting Private Limited** to **PradeepIT Global Consulting Limited**. As the conversion has taken place recently, certain of our existing licences, registrations, approvals, consents and permits continue to bear the erstwhile name of the Company, i.e., PradeepIT Global Consulting Private Limited. We are in the process of initiating/updating the requisite name changes with the relevant authorities and regulatory bodies, as applicable. In particular, Our Company has applied for name change in the PAN vide acknowledgment number P – 730139700015316 on October 14, 2026 and is in the process of updating its name in the approvals and licences from private to public. Accordingly, there may be a period during which certain of our licences, registrations, approvals, consents and permits continue to reflect our erstwhile name.

While the change in name is pursuant to the conversion of the Company from private limited to public limited company and does not, by itself, affect the underlying business or operations of the Company, we cannot assure you that all the relevant authorities will process and approve the requisite amendments or updates within the expected timelines. Further, certain authorities may require us to submit additional documents, applications, declarations or other information for effecting such changes. Any delay, rejection or inability to update the name of the Company in any material licence, registration, approval, consent or permit, or any requirement to obtain fresh approvals or registrations, may result in regulatory or operational difficulties and may adversely affect our business operations.

Further, we cannot assure you that all licences, registrations, approvals, consents and permits required by us will continue to be available to us or will be renewed, amended or obtained in a timely manner. Any failure to obtain, renew, amend, update or maintain such licences, registrations, approvals, consents and permits, or any suspension, cancellation or revocation thereof due to non-compliance with applicable laws or conditions attached thereto, may restrict or interrupt our ability to conduct our business and may materially and adversely affect our business, financial condition, results of operations and prospects.

For further details, please refer to the chapter titled ***"Government and Other Statutory Approvals"*** *on* page 235 of this Draft Red Herring Prospectus.

18. We will not receive any proceeds from the Offer for Sale. The Promoter Selling Shareholder will receive the net proceeds from the Offer for Sale.

The Offer includes an offer for sale of Equity Shares by the Promoter Selling Shareholder. The entire proceeds from the Offer for Sale will be paid to the Promoter Selling Shareholder, and we will not receive any such proceeds from the Offer for Sale. For further details, see the chapter titled ***"Capital Structure"*** and ***"Objects of the Offer"*** on beginning og the pages 90 and 104, respectively of this DRHP.

19. We have obtained various quality certifications for our services. Our inability to renew such accreditations in a timely manner may have an adverse impact on our business.

We have obtained ISO 9001:2015 certification, ISO/IEC 27001:2022 certification and CMMI Level 3 certification. Such certifications and process standards support our quality and delivery framework. Failure to maintain the relevant standards, satisfy renewal requirements or comply with applicable certification conditions may adversely affect our ability to meet client expectations or participate in certain opportunities where such certifications are considered relevant. For further information in relation to our quality certification, please refer to chapter titled ***"Business Overview"*** beginning on page no. 142 of this DRHP. In the event we are unable to renew our certifications in a timely manner, it may have an adverse impact on our business.

20. Non-compliance with applicable requirements relating to registration, Modification and Satisfaction of charges may expose us to penalties and regulatory action.

In the past, we had availed an Overdraft facility of ₹4,75,00,000/- from ICICI Bank Limited on 18.01.2025 (Date of instrument creating the charge) pursuant to the sanction letter dated 30.09.2024 against which the requisite forms for creation and registration of charge were filed with with the Registrar of Companies within the prescribed time, subsequently the limit of the said charge has been Decrease from ₹4,75,00,000/- to ₹4,10,00,000/- vide Sanction Letter dated 16.10.2025. However, the said modification in the charge has not been filed with the MCA by filing the requisite Form CHG-1. Such non-compliance, inter alia, relates to the requirements under Section 77 of the Companies Act, 2013 and may attract penalties under Section 86 and/or other applicable provisions of the Companies Act, 2013.

Further, we had availed a Land loan and Loan against Property of ₹1,47,00,000/- and ₹70,00,000/- Respectively from ICICI Bank Limited pursuant to the sanction letter dated 19.03.2024. The requisite Form CHG-1 for registration of the charge was not filed with the Registrar of Companies.

Further, we had availed an Overdraft facility and Dropline Overdraft facility of ₹1,55,00,000/- and ₹3,05,00,000/- and aggregating to ₹4,60,00,000/- from IDFC First Bank Limited on 26.01.2024 (Date of instrument creating the charge) pursuant to the sanction letter dated 11.09.2023 against which the requisite forms for creation and registration of charge were filed with with the Registrar of Companies within the prescribed time and which was subsequently repaid by company dated 29.11.2024 pursuant to No Due Certificate issued by bank. However, the said Satisfaction in the charge has not been filed with the MCA by filing the requisite Form CHG-4. Such non-compliance, inter alia, relates to the requirements under Relevant Section of the Companies Act, 2013 and may attract penalties under the applicable provisions of the Companies Act, 2013.

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

There are certain discrepancies/ errors/ delay filings noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013. There are few discrepancies noticed in some of our corporate records relating to e-forms filed with the Registrar of Companies, missing attachments and typographical errors in forms filed in ROC filing made by our Company.

In the past, there have been some instances of delays in filings with certain provision of statutory regulations applicable to us which is certified pursuant to a Report issued by Gandharv Khandelwal & Co, Practicing Company Secretaries, dated 30.09.2026 and Addendum to the PCS Search report dated 29.10.2026.

Following are the observation of delay filings by the said PCS in their report:

Sr. No.	Particulars	Due date	Actual Date of Filing	Delay in days
1.	ADT-1	17/06/2016	14/09/2018	819
		15/10/2017	25/09/2018	345
		15/12/2021	13/01/2023	394
		15/10/2022	10/11/2023	391
2.	AOC-4	29/10/2017	19/09/2018	325
		29/10/2019	23/12/2019	55
		29/10/2022	13/01/2023	76
		29/10/2023	15/11/2023	17
		29/10/2024	24/07/2026	633
		29/10/2025	30/07/2026	274
3.	CHG-4	07/01/2024	08/01/2024	01
4.	DIR-12	23/05/2023	28/06/2023	36
5.	DPT-3 **(One-time return)**	29/06/2019	30/06/2019	01
	DPT-3	30/06/2020	08/05/2026	2138
		30/06/2021	07/05/2026	1772
		30/06/2022	07/05/2026	1407

Sr. No.	Particulars	Due date	Actual Date of Filing	Delay in days
		30/06/2023	07/05/2026	1042
		30/06/2024	07/05/2026	676
		30/06/2025	13/05/2026	317
6.	MGT-7	28/11/2017	14/09/2018	290
		28/11/2019	23/12/2019	25
		28/11/2024	22/01/2025	55
		28/11/2025	20/02/2026	84
7.	MGT-7A	28/11/2022	13/01/2023	46
8.	MGT-14	05/05/2024	14/05/2024	09
		04/06/2024	24/02/2026	630
		06/06/2023	01/08/2026	1152
9.	MSME-1	31/10/2024	08/05/2026	554
		30/04/2025	08/05/2026	373
		31/10/2025	11/05/2026	192
		30/04/2026	13/05/2026	13
10.	SH-7	25/10/2018	01/11/2018	7

The Company has identified certain discrepancies between its internal records and certain forms and filings made with the Registrar of Companies ("RoC") under the Companies Act, 2013. Certain forms and filings made by the Company with the Registrar of Companies contain inadvertent clerical or typographical errors that do not affect the validity of such filings or the Company's operations. While such discrepancies are not expected to have a material impact on the Company's operations, there can be no assurance that the regulatory authorities will not seek clarifications, require additional filings, or initiate any proceedings in relation thereto. Any such action may result in additional compliance requirements, penalties or other regulatory consequences, which could adversely affect our business, financial condition, results of operations and reputation.

Although, as on date of filing this Draft Red Herring Prospectus, our Company has maintained appropriate system and has updated its corporate records such as minutes, statutory forms, registers and documents as required under Companies Act, 2013; while there has been no impact on our financial condition or any statutory or regulatory proceedings initiated in this regard as of the date of this Draft Red Herring Prospectus. However, there can be no assurance that any deficiencies in our internal controls and compliances will not arise, or that the regulator will not initiate proceeding against us or will not impose penalty on us or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any future deficiencies in our internal controls, in a timely manner or at all. Further, to improve our secretarial compliances, we have appointed Shweta Arora as Company Secretary and Compliance Officer.

22. The subscription consideration towards the equity share capital of our Subsidiaries has not been remitted. Any non-compliance with the applicable laws of the relevant jurisdictions or any adverse regulatory action could adversely affect our business, financial condition, results of operations and cash flows.

Our Company has incorporated PradeepIT Global Consulting (Sea) Pte. Ltd., Singapore and PradeepIT Global Consulting (America) Inc., United States, which are our Subsidiaries (the "Overseas Subsidiaries"). As on the date of this Draft Red Herring Prospectus, the subscription consideration towards the equity shares subscribed by our Company in these Subsidiaries has not been remitted, aggregating to SGD 9,000 and USD 900. The unpaid subscription money appears as an amount payable by our Company in the books of account of each of the Overseas Subsidiaries.

Under the Foreign Exchange Management Act, 1999 ("FEMA"), such consideration is to be remitted through an authorised dealer bank and reported to the Reserve Bank of India ("RBI"). Our Company commenced this process in April 2023, which was not completed at that time. We submitted the documents for remittance to ICICI Bank Limited in August 2026, and the bank has sought revised documents reflecting our Company's updated name, which we are furnishing.

The non-remittance may expose our Company and/or the respective Subsidiaries to risks under the applicable corporate, foreign exchange, tax and other laws of the relevant jurisdictions, including regulatory scrutiny, late submission fees, compounding, penalties, fines or directions requiring rectification. Any delay in regularising the matter may also adversely affect the operations or financial position of our Subsidiaries.

We intend to remit the amount and complete the related reporting before filing the Red Herring Prospectus with the RoC. However, there can be no assurance that this will be completed in time, or that the relevant authorities will not initiate proceedings or impose penalties or other actions against our Company or the respective Subsidiaries. Any such action, or our inability to regularise the matter in a timely manner, could materially and adversely affect our business, financial condition, results of operations and cash flows.

For further details regarding our Subsidiaries, see chapter titled ***"History and Corporate Structure"*** on page 177 of this Draft Red Herring Prospectus.

23. There have been certain instances of late filing of returns or non-payment/delay in payment of statutory dues by us in the past. Any non-payment or delay in payment of statutory dues by us in future, may result in the imposition of penalties and in turn may have an adverse effect on our business, financial condition, results of operation and cash flows.

There have been instances of delayed filings in the past with certain regulatory authorities with respect to filings related to statutory dues. However, it cannot be assured that even in future no such delay will happen or no such penalty will be levied. Therefore, if the regulatory authorities impose any monitory penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected. We cannot assure you that such inaccuracies and delayed compliances will not happen in the future and that our Company will not be subject to any action by statutory or regulatory authorities, which may adversely affect our operating margins and consequentially, business, financial condition and results of operations.

Non-compliance with regulatory requirements can have significant financial and operational consequences for the Company. Failure to meet filing deadlines often results in financial penalties, late fees, and interest charges, increasing the Company's compliance costs and impacting cash flow. Additionally, regulatory authorities may scrutinize the Company's records, leading to audits, investigations, and possible legal proceedings, which further strain financial resources and management bandwidth. Moreover, rectifying past non-compliance requires additional administrative efforts, legal consultations, and resource allocations, adding to the overall compliance burden. Furthermore, reputational damage arising from non-compliance can erode stakeholder confidence, affecting relationships with customers, suppliers, and business partners.

As confirmed by the certificate dated 03.11.2026 issued by M/s A G R A And Co, Chartered Accountants, the peer review auditor of our Company, as on the date of this certificate, there is no undisputed statutory amount pending for payment which became due as on 30.06.2026 and further no statutory return filing is pending which became due as on 30.06.2026.

The previous delays in payment or filing return of statutory dues are as under which are as per certificate dated 03.11.2026, issued by M/s A G R A And Co, Chartered Accountants, the peer review auditor of our Company:

1. **Delay in payment and filing of returns of Goods & Services Tax (GST)**

It is hereby confirmed that there has been no delay in the filing of GSTR-1. There is no delay in the payment of tax and filing of GSTR-3B, except as under.

FY 2025-26

Sr. No.	Month	Due date of Filing	Actual Date of Filing	Delay (in days), if any	Amount (Rs.)
1	June	20.07.2025	23.07.2025	3	4,91,184
2	September	20.10.2025	27.10.2025	7	20,86,365

2. **Delay in Payment of Tax Deducted at Source (TDS)**

FY 2025-26

Sr. No.	Period	Due Date of Payment	Actual Date of Payment	Delay (days)	Total Amount Paid/ Payable (Rs.)
1	May	07.06.2025	07.08.2025	61	382

2	June	07.07.2025	25.07.2025	18	22,500
3	August	07.09.2025	07.10.2025	30	6,360
4	June	07.07.2025	31.07.2025	24	2,52,904
5	June	07.07.2025	25.07.2025	18	9,62,783

FY 2024-25

Sr. No.	Period	Due Date of Payment	Actual Date of Payment	Delay (days)	Total Amount Paid (Rs.)
1	April	07.05.2024	07.06.2024	31	12,700
2	April	07.05.2024	07.08.2024	92	1,549
3	May	07.06.2024	07.08.2024	61	1,549
4	June	07.07.2024	07.08.2024	31	1,549

FY 2023-24

Sr. No.	Period	Due Date of Payment	Actual Date of Payment	Delay (days)	Total Amount Paid (Rs.)
1	September	07.10.2024	07.12.2024	61	1,30,825
2	October	07.09.2023	07.03.2024	182	10,458

3. **Delay in Filing of TDS Returns**

FY 2023-24

Sr. No.	Quarter	Due date of Filing	Actual Date of Filing	Delay (in days)
1	Q4 (24Q)	31.05.2026	07.07.2026	37

4. **Delay in Payment of Employee Provident Fund (EPF)**

F.Y. 2024-25

Sr. No.	Period	Due Date of Payment	Actual Date of Payment	Delay (in days)
1	March	15.04.2025	18.09.2025	156

F.Y. 2025-26

Sr. No.	Period	Due Date of Payment	Actual Date of Payment	Delay (in days)
1	April	15.05.2025	27.06.2025	43
2	May	15.06.2025	27.10.2026	499
3	September	15.10.2025	16.07.2026	274

5. Delay in Payment of ESIC

FY 2024-25

Sr. No.	Period	Due Date of Payment	Actual Date of Payment	Delay (in days)
1	June	15.07.2024	22.07.2024	7
2	August	15.09.2024	12.10.2024	27

FY 2023-24

Sr. No.	Period	Due Date of Payment	Actual Date of Payment	Delay (in days)
1	August	15.09.2023	16.09.2023	1

6. Delay in Payment of PT

FY 2026-27

Sr. No.	Period	Due Date of Payment	Actual Date of Payment	Delay (in days)
1	May	20.06.2026	20.07.2026	30

24. Some of our trade names and our Company's logo are not registered as of the date of this Draft Red Herring Prospectus. Consequently, we may be unable to adequately protect our intellectual property rights and may also be exposed to claims alleging infringement of third-party intellectual property rights.

We operate under various trade names and our Company's logo, details of which are provided in the chapter titled ***"Government and Other Statutory Approvals"*** on page 235 of this Draft Red Herring Prospectus. An extract of the said table, setting out the details of the trademark application that is subject to Objected and Under Examination, is provided below:

Sr. No.	Description	Application No./Mark/Label	Registration in the name of	Class	Applicable Laws	Issuing Authority	Date of Applicatior	Status
1	Application for Trade Mark for TM Type Device	6920702 	PradeepIT Global Consulting Private Limited	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	24.03.2025	Objected
2	Application for Trade Mark for TM Type Word	7423404 10XTA	PradeepIT Global Consulting Private Limited	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	26.12.2025	Under Examinati on
3	Application for Trade Mark for TM Type Word	6139526	PradeepIT Consulting Services Private Limited	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	07.10.2023	Objected

Our brand name and corporate reputation are important to the success and growth of our business. We believe that our brand, "PGC DIGITAL, 10XTA and Top 7%-time zone friendly pre-vetted tech talent" differentiates us from our competitors and supports our ability to attract and retain customers, establish long-term business relationships and recruit and retain qualified professionals. In addition, given the nature of our business and the customized solutions we provide to our customers, our reputation plays a significant role in influencing existing and prospective customers' decisions to engage our services.

Except application no. 6116906 and 3917189 none of our trade names/ marks are registered with the concerned authority and are under process and few of them, as indicated in the table above have been objected or under examination by the concerned authority on the basis of similarity / non-distinctiveness. Further in order to seek registration we shall have to incur substantial time, cost and efforts to litigate the opposition thus incurring an additional burden on the financials.

Our trade names and logo are integral to our brand identity, business operations, and market recognition. Until such registrations are obtained, our ability to prevent unauthorized use or misuse of these intellectual property assets by third parties may be limited. Any unauthorized use, imitation, or misappropriation of our trade names or logo could dilute our brand value, damage our reputation, create customer confusion, and adversely affect our business and operations.

In the event that our applications for registration gets rejected or significantly delayed, we may be required to continue operating without statutory protection for our intellectual property or, in certain circumstances, adopt alternative branding, which could involve additional costs, operational disruptions, and loss of goodwill. Further, we may incur substantial costs and management time in protecting, enforcing, or defending our intellectual property rights or in responding to claims alleging infringement of third party intellectual property rights. Any such disputes, whether or

not successful, may be time-consuming, expensive, and could result in significant diversion of management and technical resources.

25. Non-Receipt of NSDL Activation Letter for ISIN Post Sub-Division/Split of Equity Shares

The Company has not yet received the activation letter from National Securities Depository Limited ("NSDL") in respect of the ISIN allotted pursuant to the sub-division/split of its Equity Shares, which may result in delays in completion of the requisite depository formalities. As the activation of the revised ISIN is an important step for enabling the credit and transfer of the Company's Equity Shares in dematerialised form pursuant to the proposed Issue, any delay in receipt of the NSDL activation letter or completion of the related depository formalities may adversely affect the timelines for completion of the Issue, including finalisation of the Issue-related corporate and depository processes. While the Company is taking necessary steps and following up with the concerned authorities/depositories for obtaining the activation letter, there can be no assurance that the same will be received within the expected timelines. Any prolonged delay or non-completion of such formalities may adversely affect the proposed Issue process and the Company's business, financial condition and results of operations.

26. Our Registered Office is located in a multi-tenanted commercial building for which the obligation to obtain a fire no objection certificate rests with the owner of the building, and we do not hold a fire no objection certificate in our own name. Any failure by the owner to obtain, renew or comply with such certificate, or any fire incident at the building, may adversely affect our business, financial condition and results of operations.

Our Registered Office is located at Church Gate, Bangalore (the "**Office Premises**"). We occupy the Office Premises on a leave and licence basis under an agreement dated 20.01.2026 with Rekha Sriharsha (the "**Lessor**"), valid until 19.01.2027. The Office Premises are part of a multi-tenanted commercial building that is also occupied by other unrelated entities. Under the applicable fire safety law, the fire no objection certificate (the "**Fire NOC**") for such a building is issued for the building as a whole. Accordingly, the obligation to obtain and renew the Fire NOC rests with the Lessor as the owner of the building, and our agreement with the Lessor places responsibility for statutory compliances relating to the building on the Lessor. Our Company has therefore not applied for, and does not hold, a Fire NOC in its own name for the Office Premises.

To protect the safety of our employees, we engaged Bharat Fire Service, an external agency specialising in fire protection services, to inspect the Office Premises. The agency inspected the premises on 22.09.2025. In its report dated 06.10.2025, it confirmed that fire safety measures, including a fire alarm system, fire extinguishers, smoke detectors, emergency exits and exit signage, were in place and in working condition at the Office Premises.

However, this inspection is not a statutory approval and does not substitute for a Fire NOC issued by the competent fire authority. We have no control over whether the Lessor obtains, renews or complies with the conditions of the Fire NOC for the building. If the Lessor fails to do so, the competent authorities may take action against the building. Such action may include imposing penalties, sealing the premises, disconnecting utilities or directing occupants to vacate. The authorities may also take the view that occupants share responsibility for fire safety compliance, and may take action against our Company. In any of these events, we may have to relocate our office at short notice, which could cause us additional costs and disrupt our administrative and management functions.

In addition, a fire anywhere in the building could damage our property and records, cause injury to our employees and visitors, and expose us to claims. This includes a fire starting in premises occupied by other tenants, over which we have no control. Our insurance cover may not be adequate to compensate us for such losses. Insurers may also dispute or reduce claims where the building does not hold a valid Fire NOC.

While we have not experienced any fire incident at the Office Premises, and have not received any notice from any statutory authority in relation to fire safety at the Office Premises, in the last three Fiscals, there can be no assurance that such incidents or notices will not occur in the future. For further details, see the chapter titled "***Business Overview – Properties***" and "***Government and Other Statutory Approvals***" on pages 142 and 235 respectively of this Draft Red Herring Prospectus.

27. We do not own our registered office and the premises where we conduct our operations and the said premises have been taken on leave and licence or lease. Any termination of these agreements may require us to vacate such premises and adversely affect our business operations:

We currently operate from the following premises which are not owned by us:

Sr. No.	Location of the property and area	Purpose	Document and Date	Licensor	Rent/ License Fee (in₹) per month	License period	
						From	To
1.	Second Floor, Unit 208, Brigade Garden, 19 Church Street Ashok Nagar, Bangalore - 560001	Registered Office	Leave and license agreement dated 20.01.2026	Rekha Sriharsha	₹ 2,36,250 p.m.	20.02.2026	19.01.2027
2	Commercial Property bearing Site No.3368, (Old Site No.4) Carved in the Survey No. 16, 17, 18, 19 of Gerahalli Village and 101, 103/1, 103/2, 104/1, 105 and 106 of Hosakerehalli Village, Uttarahalli Hobli, Bangalore South Taluk, by Vishwabharathi House building Co-operatives Society Ltd., in the IV Phase of Girínagar, Bangalore	Office	Rental agreement dated 4.02.2026	Geetha G	₹ 79,232 p.m.	04.02.2026	03.01.2027
3	First Floor of No. 142, Gokul Road, Radhakrishna Nagar, Gandhi Nagar, Hubli - 580030	Office	Leave and License Agreement dated 20.02.2026	Raghavendra P. Ari	₹ 15,750 p.m.	20.02.2026	19.01.2027
4	626-1, Saravanampatti-Thudiyalur Road, Chinnavedampatti Pos, Near Ramanis Mayuri Coimbatore Tamil Nadu 641049	Co-Working Space	Office Service Agreement dated 25.11.2025	International Workplace Group	₹ 10,907 p.m.	01.12.2025	30.11.2026

Periodic renewals of such lease may increase our costs, since it is subject to rent escalation. Any termination of the lease and/or rental deed in connection with this property or our failure to renew the same, and upon favourable conditions, in a timely manner or at all could adversely affect our operations.

If any such lease agreement under which we occupy the premises is not renewed on terms and conditions that are favourable to us, or at all, we may suffer a disruption in our operation which could have a material adverse effect on our business, financial condition and results of operations. If we do not comply with certain conditions of the lease, the lessor may terminate the lease, which could have an adverse effect on our operations and there can be no assurance that renewal of lease agreement with the owner will be entered into. In the event of non-renewal of lease, we may be required to shift our office to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one. For more details on properties taken on lease by our Company, please refer chapter titled **"*Business Overview*"** beginning on page no 142 of the Draft Red Herring Prospectus**.**

28. The Company has faced frequent changes in its statutory auditors in the past. Frequent changes in the statutory auditors of the Company may raise concerns regarding financial reporting continuity and may adversely affect investor perception.

The Company has experienced changes in its statutory auditors in the past. Details of the statutory auditor of the Company over the past three financial years is presented below:

Name of the auditor	**G Maregouda & Co**	**M/S A G R A And Co.***	**M/S A G R A And Co.***
FRN	009994S	030057C	030057C
Peer Review Number	NA	020072	020072
Date of Appointment	30.09.2022	05.09.2025	30.09.2025
Date of Resignation	12.08.2025	NA	NA
Period from	01.04.2022 to 31.03.2027	01.04.2024 to 31.03.2025	01.04.2025 to 31.03.2030
Email ID	Gmg555@gmail.com	faizan@agraca.in	faizan@agraca.in
Address	No. 38, Mathrushree Nilaya, 2nd Main, Hanuman Layout, Ramachandrapura, Bangalore-560013, Karnataka, India	28 Residency Road, Smart Avenue, Ashok Nagar, Museum Road, Bangalore North, Bengaluru-560025, Karnataka, India	28 Residency Road, Smart Avenue, Ashok Nagar, Museum Road, Bangalore North, Bengaluru-560025, Karnataka, India
Reason for change	Pre-occupation in other assignments	Appointment for the period of 1 years.	Re-Appointment for the period of 5 years.

**The peer review certificate of M/s A G R A And Co (Peer Review Auditor) is valid till 29.02.2028.*

Such changes may occur due to various reasons, including auditor's occupancy, mutual agreement, internal administrative considerations, or other regulatory and professional requirements. Although the change in statutory auditors was undertaken in compliance with applicable laws and the Company believes that these changes have not adversely affected the preparation or presentation of its financial statements, frequent changes in statutory auditors may create a perception among investors and other stakeholders regarding the reliability, consistency, and continuity of our financial reporting processes.

Further, any differences in audit approach, interpretation of accounting standards or review procedures between our previous auditors and current statutory auditors could require additional review or disclosures in our financial statements. Any such developments may adversely affect investor confidence in our financial statements and the market price of our Equity Shares.

Any adverse perception in relation to such changes could affect stakeholder confidence in the Company's financial reporting processes and corporate governance practices, which may in turn have a material adverse effect on the Company's reputation, business operations and ability to raise capital.

29. Our Group Companies operate in the same industry and have similar business objects, which may give rise to conflicts of interest.

Our Group Companies, as detailed in the chapter titled ***"Our Group Company"*** on page no 242 of this Draft Red Herring Prospectus, have business objects similar to those of our Company and operate in the same industry. Their activities include software design, development, customisation, implementation, maintenance, testing and benchmarking, and dealing in computer software and related solutions.

As our Group Companies operate in the same industry and offer similar services, conflicts of interest may arise in relation to business opportunities, customers, allocation of resources or other business matters. Such circumstances may affect our ability to pursue certain business opportunities or may result in differences in business interests between our Company and our Group Companies.

We currently do not have a formal conflict management policy. However, we have entered into non-compete agreements with the relevant entities. There can be no assurance that these arrangements will address all potential conflicts of interest that may arise in the future. Any such conflict may affect our business decisions, customer relationships or ability to pursue business opportunities and may adversely affect our business, financial condition and results of operations.

For further details regarding our Group Companies, please refer to the chapter titled ***"Our Group Company"*** on page no 242 of this Draft Red Herring Prospectus.

30. **Our international operations and investments in our overseas subsidiaries expose us to risks arising from changes in local laws and regulations, business conditions and the value of our investments, which may adversely affect our business, financial condition and results of operations.**

Our Company operates from India and has subsidiaries in the United States and Singapore. Accordingly, our business and investments are subject to risks arising from operating in different countries, including changes in economic, political and regulatory conditions, changes in laws and policies, foreign currency exchange rate fluctuations, restrictions on trade and investment, differences in the protection of intellectual property rights, and natural disasters, civil disturbances or other events that may disrupt business operations. Our Company and its subsidiaries may also be required to comply with applicable laws and regulations relating to data privacy, data protection and technology transfer in the jurisdictions in which they operate. Any change in such laws or regulations, or any failure to comply with them, may result in penalties, restrictions on business activities, loss of business opportunities, operational disruptions or damage to our reputation, which may adversely affect our business, financial condition and results of operations.

Our Company has made investments in PradeepIT Global Consulting (Sea) Pte. Ltd. on 20.01.2023 and PradeepIT Global Consulting (America) Inc. on 24.05.2024. These investments were made with the objective of supporting our overseas business operations and may expose our Company to risks associated with the performance and value of these subsidiaries. The financial and business performance of these subsidiaries may be affected by local economic conditions, changes in laws and regulations, competition, currency fluctuations and other factors beyond our control. There can be no assurance that these subsidiaries will achieve the expected business performance or that our investments will generate the anticipated returns. Further, our Company has not made any provision for a decline in the value of these investments as at the relevant reporting date. If the value of these investments declines or the subsidiaries do not perform as expected, our Company may be required to recognise a loss or impairment in the value of such investments, which may adversely affect our financial condition and results of operations.

Our Company may also make further investments in its subsidiaries or other overseas entities in the future. Such investments may require additional funds and may not generate the expected returns. If our Company is unable to assess the risks associated with these investments or if the relevant businesses do not perform as expected, our Company may incur losses, have fewer funds available for other business requirements or be unable to pursue other business opportunities. Any such circumstances may adversely affect our business, financial condition and results of operations.

For further details of our investments in subsidiaries, please refer to the section titled ***"Financial Information"*** beginning on page 207 of this Draft Red Herring Prospectus.

31. ***Our Promoters/Directors have given personal guarantees and properties in relation to certain debt facilities provided to our Company by our lender. In event of default of the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoter's ability to manage the affairs of our Company and our Company's profitability and consequently this may impact our business, prospects, financial condition and results of operations***

Some of the debt facilities provided to our Company by our lenders stipulate that the facility shall be secured by a personal guarantee. In event of default on the debt obligations, the personal guarantees and properties may be invoked thereby adversely affecting our Promoters/ Directors ability to manage the affairs of our Company and consequently this may impact our business, prospects, financial condition and results of operations.

Further, in an event our Promoters/ Directors withdraws or terminates his/their guarantee/s or security, the lender for such facilities may ask for alternate guarantee/s or securities or for repayment of amounts outstanding under such facilities or even terminate such facilities. We may not be successful in procuring guarantee/s or collateral securities satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek

additional sources of capital, which could adversely affect our financial condition. For more information, please see the section titled **"*Financial Information*"** beginning on page 207 of Draft Red Herring Prospectus.

Vinod Kumar Beli and Geeta P Ari our Promoters, have provided guarantees for the loans availed by our Company from various lenders.

32. In addition to the existing indebtedness our Company, may incur further indebtedness during the course of business.

As on 30.06.2026 the total fund based indebtedness of our Company is 816.99 Lakhs. In addition to the indebtedness for the existing operations, our Company may incur further indebtedness during the course of the business. We cannot assure you that our Company will be able to obtain further loans at favourable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

We have not defaulted in our loans. However, any failure to service the indebtedness of our Company or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations. For details of our indebtedness, please refer to the chapter titled ***"Statement of Financial Indebtedness"*** on page 209 of this Draft Red Herring Prospectus.

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

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

34. We are dependent on our Promoters and Directors for the execution of our business strategy. We are also dependent on a number of Key Managerial Personnel and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.

We are highly dependent on the continued contributions and customer relationships of our Promoters and Directors. Our promoters Vinod Kumar Beli and Geeta P Ari are responsible for the execution of our business strategy and have been actively involved in the day–to-day operations and management since the incorporation of the Company. If our Promoters and Directors are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

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

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

As of Stub Period ended on 30.06.2026 and for Financial year ended on 31.03.2026, 31.03.2025 and 31.03.2024, 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. 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.

36. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilise the Net Proceeds towards the objects of the Company as mentioned in chapter titled ***"Objects of the Offer"*** beginning on page 104 of this DRHP. 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. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation 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.

Further, our Promoters would be liable to provide an exit opportunity to shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement of our Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

37. We have not made any alternate arrangements in order to meet our capital requirements for the Objects of the Offer. Additionally, we have not identified any alternate source of financing the "Objects of the Offer". Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.

As on date, our Company has not made any alternate arrangements for meeting the capital requirements for the Objects of the Offer. Any shortfall in the same and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the offer proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled ***"Objects of the Offer"*** on page 104 of the Draft Red Herring Prospectus.

38. Our ability to maintain and enhance our technical capabilities depends upon continuous training and upgradation of employee skills.

The technologies on which our business depends are continually evolving. Our service portfolio includes SAP S/4HANA, cloud computing, artificial intelligence, machine learning, data engineering, enterprise applications and other technology platforms. Our employees therefore need to continuously update their technical skills. We undertake training and capability-development initiatives; however, training requires financial and management resources and does not guarantee that employees will acquire the required skills or remain with us after receiving such training. Failure to maintain adequate technical capabilities may reduce our ability to compete for new projects, particularly projects involving emerging technologies, and may result in reduced customer satisfaction.

39. Our diverse service offerings require us to maintain appropriate technical capabilities across different technologies, and errors in data-related projects or inadequate service delivery may adversely affect our business, financial condition and results of operations.

Our Company provides services across multiple areas, including Data and Artificial Intelligence Services, IT Infrastructure and Consulting, Cloud Services, Recruitment Delivery Services, ERP-related Services and ITeS. Each service line requires specific technical skills, employee capabilities, delivery processes and customer support. Managing these service lines requires appropriate allocation of personnel and other resources and the ability to maintain the required skills and knowledge across different technologies. If our Company is unable to maintain these capabilities or allocate resources effectively, it may affect the quality and timely delivery of our services and our ability to meet customer requirements.

Certain services provided by our Company involve data architecture, data engineering, data integration, data migration, data governance, data security and reporting solutions. These activities may involve transferring, combining or managing data across multiple systems and databases. Errors may arise if data is incomplete, inconsistent, duplicated, incorrectly mapped or not transferred accurately. Such errors may affect customers' applications, reports, financial information or business processes and may lead to incorrect business decisions. Identifying and correcting these errors may require additional time and resources and may result in additional costs, customer claims or damage to our reputation.

Further, if our Company is unable to maintain the required technical capabilities, manage the delivery of its services or identify and correct data-related errors in a timely manner, customers may experience disruptions or may choose to reduce or discontinue their engagement with us. Any such circumstances may adversely affect our customer relationships, business opportunities, business, financial condition and results of operations.

40. Increase in employee costs may adversely affect our profitability.

Employee compensation constitutes a significant operating cost for an IT services and consulting company. Competition for specialised IT professionals may require us to increase salaries, incentives, retention benefits, training expenditure and other employee-related costs.

Our ability to pass such increases to customers may be limited, particularly under fixed-price contracts or long-term contractual arrangements where pricing has already been agreed. If employee costs increase faster than billing rates or productivity, our operating margins may decline. Further, recruitment of additional employees in anticipation of future growth may increase costs before corresponding revenues are generated.

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

Our Company in compliance with Regulation 262 of the SEBI ICDR Regulations, shall appoint a Monitoring Agency, prior to filing of the Red Herring Prospectus, for monitoring the utilization of the Net Proceeds, if applicable. For details in relation to the proposed utilisation of the Net Proceeds, please refer to the chapter titled ***"Objects of the Offer"*** on page no.104 of this Draft Red Herring Prospectus.

42. Our insurance coverage may not adequately protect us from all material risks and liabilities.

We have obtained a number of insurance policies in connection with our operations as given in chapter titled **"*Business Overview*"** on page 142 of this DRHP. 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.

We may not have identified every risk and further may not be insured against every risk, including operational risks that may occur, and the occurrence of an event that causes losses more than the limits specified in our policies, or losses arising from events or risks not covered by insurance policies or due to the same being inadequate. Any of the above could materially harm our financial condition and future results of operations and cash flows. There can be no assurance that any claims filed will be honoured fully or in a timely fashion under our insurance policies. In addition, we may not be able to renew certain of our insurance policies upon their expiration, either on commercially

acceptable terms or at all. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain business risks. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured.

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. Our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability. To the extent that we suffer loss or damage as a result of events for which we are not insured, or 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, financial performance and cash flows could be adversely affected.

For further information on the insurance policies availed by us, see the chapter titled **"*Business Overview*"** on page no 142 of this DRHP. While we believe that we have obtained insurance against losses which are most likely to occur in our line of business, there may be certain losses which may not be covered by the insurance policies, which we have not ascertained as on the date. Therefore, we cannot assure you that we will continue to accurately ascertain and maintain adequate insurance policies for losses that may be incurred in the future. Further, we cannot assure you that any insurance claim made by us in the future will be honoured fully, in part or on time.

43. Industry information included in the Draft Red Herring 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 Draft Red Herring 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 Draft Red Herring Prospectus.

44. We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the industry we operate.

Certain non-GAAP financial measures, such as EBITDA, EBITDA margin and certain other industry measures relating to our operations and financial performance, such as, Capital Employed, PAT Margin, Net Worth, return on Net Worth, return on Capital Employed, Net Asset Value per equity share, ("Non-GAAP Measures") have been included in this Draft Red Herring Prospectus. Such Non-GAAP Measures are supplemental measures of our performance and liquidity is not required by, or presented in accordance with Indian GAAP, IFRS or US GAAP. We compute and disclose such Non-GAAP Measures and such other industry related statistical and operational information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of similar businesses, many of which provide such Non-GAAP Measures and other industry related statistical and operational information.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Indian GAAP, IFRS or US GAAP. These Non-GAAP Measures and such other industry related statistical and operational information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry related statistical information of similar nomenclature that may be

computed and presented by other similar companies. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure.

Further, we track certain operating metrics with our internal systems and tools. Our methodologies for tracking these metrics may change over time, which could result in changes to our metrics in the future, including to metrics that we publicly disclose. If our internal systems and tools track our metrics inaccurately in the future, the corresponding data may be inaccurate. This may impair our understanding and evaluation of certain aspects of our business, which could affect our operations and long-term strategies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors were cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus.

45. We face competition from onshore and offshore IT services companies, and increased competition, our inability to compete successfully against competitors, pricing pressures or loss of market share could materially adversely affect our business, financial condition and results of operations

The market for IT services that we operate in is highly competitive, and we expect competition to persist and intensify. We believe that the principal competitive factors in our markets are reputation and track record, industry expertise, breadth and depth of service offerings, quality of the services offered, language, marketing and selling skills, scalability of infrastructure, ability to address customers' timing requirements and price.

We face competition from offshore IT services providers in emerging outsourcing destinations with low wage costs or with a more favourable time zone for US customers as well as competition from large, global consulting and outsourcing firms and in-house IT departments of large corporations. Customers tend to engage multiple IT services providers instead of using an exclusive IT services provider, which could reduce our revenues to the extent that customers obtain services from other competing IT services providers. Customers may prefer IT services providers that have more locations or that are based in countries more cost-competitive or in a more favourable time zone than India.

Our ability to compete successfully also depends in part on a number of factors beyond our control, including the ability of our competitors to recruit and retain highly-skilled IT professionals, the price at which our competitors offer comparable services and our competitors' responsiveness to customer needs. Some of our present and potential competitors may have substantially greater financial, marketing or technical resources. If our competitors develop and implement methodologies that yield greater efficiency and productivity, they may be able to offer similar services at lower prices than we do without adversely affecting their profit margins. Our current and potential competitors may also be able to respond more quickly to new technologies or processes and changes in customer demands; may be able to devote greater resources towards the development, promotion and sale of their services than we can; and may also make strategic acquisitions or establish cooperative relationships among themselves or with third parties that increase their ability to address the needs of our customers. Buying patterns may change if customers become more price sensitive and accepting of low-cost suppliers. Therefore, we cannot assure you that we will be able to retain our customers while competing against such competitors. Increased competition, our inability to compete successfully, pricing pressures or loss of market share could have a material adverse effect on our business, financial condition and results of operations.

Our group's competitors may enjoy potential competitive advantages over us, such as:

- greater name recognition, a longer operating history, a larger customer base and extensive international operations;
- larger number of technical staffs;
- larger sales and marketing budgets and resources;
- larger research and product development budgets and resources;
- broader distribution and established relationships with business and technology partners;
- greater customer support resources;
- resources to make acquisitions;
- larger intellectual property portfolios; and
- greater financial, technical and other resources.

Piracy based competition: With software piracy at large, our group always face the risk of competition from cheap pirated software vendors who provide cheap imitation of the solutions and services we offer. Though such vendors

do not themselves enjoy greater overall revenues, but they may result in our clients cancelling or discontinuing our services.

46. **Our ability to compete in the IT services industry and achieve our business objectives may be affected by competition, pricing pressures and changes in our funding requirements and the utilisation of the Net Proceeds.**

Our Company operates in a competitive IT services industry and faces competition from domestic and international IT services providers, large consulting and outsourcing companies, and the in-house IT teams of customers. Some of our competitors may have greater financial and technical resources, a larger workforce, a wider geographical presence, stronger customer relationships and greater capacity to invest in technology, recruit skilled personnel and offer services at lower prices. We may also face competition from service providers operating in countries with lower operating costs and from providers offering unauthorised or pirated software. Our customers may engage multiple service providers or shift their business to other providers based on pricing, service quality, technical capabilities and other commercial considerations. If we are unable to retain customers, secure new engagements, maintain service quality or compete on pricing, we may experience a reduction in business, lower margins or a loss of market share, which may adversely affect our business, financial condition and results of operations.

Further, our ability to compete and implement our business plans depends on the availability of suitably qualified personnel, our ability to respond to changes in technology and customer requirements, and our capacity to manage operating costs. If we are unable to maintain the required skills, resources and service capabilities, we may not be able to meet customer expectations or achieve our planned business growth.

We propose to utilise the Net Proceeds of the Offer towards recruitment of employees, repayment of loans, working capital requirements and general corporate purposes. The proposed deployment is based on our current business plans, estimates and prevailing market conditions and has not been appraised by any bank, financial institution or other independent agency. Our actual funding requirements may differ from the estimates due to changes in recruitment needs, operating costs, customer demand, competition, economic conditions, applicable laws or other factors affecting our business. Accordingly, the Net Proceeds may not be utilised in the manner or within the time currently anticipated, and the expected benefits from the proposed utilisation may not be achieved to the extent or within the period expected.

Subject to applicable laws and the terms of the Offer, our Company may need to revise the deployment of the Net Proceeds in response to changes in business requirements. Pending utilisation for the stated objects, the Net Proceeds may be temporarily deposited with scheduled commercial banks in accordance with applicable requirements and approvals. There can be no assurance that such deposits will generate any particular amount of interest income or that the implementation of our business plans will result in the expected benefits.

If we are unable to compete effectively, face continued pricing pressure, or are unable to utilise the Net Proceeds in line with our business requirements and achieve the intended objectives, our ability to retain customers, secure new business and implement our growth plans may be affected. Any such circumstances may adversely affect our business, financial condition and results of operations.

For further details regarding the proposed utilisation of the Net Proceeds, please refer to the chapter titled ***"Objects of the Offer"*** beginning on page no 104 of this Draft Red Herring Prospectus.

47. **Our ability to expand our business with large enterprise customers and serve customers in international markets may be affected by lengthy sales processes, contractual requirements and changes in international sanctions.**

An important part of our growth strategy is to increase sales of our services to large enterprise customers. However, securing business from such customers may involve longer sales cycles, detailed evaluations and approvals from multiple decision-makers. Large enterprise customers may also require longer implementation periods, a wider range of services, greater flexibility in payment terms and stricter contractual conditions, including specific service levels, response times and penalties for failure to meet agreed requirements. These customers may also prefer to use their internal IT teams or existing solutions instead of engaging our Company. Further, changes in key decision-makers, increased competition from larger service providers or a customer's decision not to proceed with a proposed engagement may affect our ability to secure business. Our Company may incur time and costs in pursuing such opportunities without necessarily securing the engagement. If expected orders are delayed, reduced or not received, our revenue and business growth may be affected.

Further, a portion of our revenue is derived from customers outside India, and our international business may be affected by changes in international sanctions, restrictions on trade or other applicable laws and regulations. We have entered into transactions with customers in countries subject to international sanctions. Any introduction of new sanctions, expansion of existing restrictions or stricter enforcement of applicable requirements may restrict our ability to provide services to certain customers or operate in certain markets. There can be no assurance that all changes in international sanctions or restrictions will not affect our existing or future customer relationships or business operations.

Changes in international sanctions or related restrictions may also result in delays in receiving or transferring payments, restrictions on financial transactions or fluctuations in the currencies of the countries in which our customers operate. These circumstances may affect the timing of collections, cash flows and the realisation of revenue from international customers. Our ability to pursue opportunities with large enterprise customers in international markets may also be affected by the combined impact of lengthy sales processes, contractual requirements, competition and restrictions arising from international sanctions.

If our Company is unable to secure and retain large enterprise customers, meet their contractual requirements, or continue to serve international customers due to changes in applicable sanctions or restrictions, our business opportunities, revenue, cash flows, financial condition and results of operations may be adversely affected.

48. Our Company is subject to foreign exchange control regulations which can pose a risk of currency Fluctuations.

Our Company is involved in business transactions with international clients located globally and has to conduct the transactions in accordance with the rules and regulations prescribed under FEMA. Our international operations make us susceptible to the risk of currency fluctuations, which may directly affect our operating results. In case we are unable to adhere to the timelines prescribed under the applicable laws or are unable to mitigate the risk of currency fluctuation, it may adversely affect our business, results of operations, financial conditions and cash flows.

49. Our success depends on our ability to adapt to changing customer needs and technological advancements. If we fail to provide innovative solutions and services to keep pace with industry trends and technological advancement, it could adversely impact our business, results of operations and cash flows.

We offer a wide range of IT and Consulting Services including Data and Artificial Intelligence Services, IT Infrastructure and Consulting Services, Cloud Services, Recruitment Delivery Services, Enterprise Resource Planning ("ERP")-related Services, including SAP, Microsoft Dynamics 365, etc; and IT-Enabled Services ("ITeS").

Rapid technological advances, changing delivery models and evolving standards in information technology and IT infrastructure, changing and increasingly sophisticated customer needs and frequent new product introductions and enhancements characterize the industry in which we operate. Our success depends upon our ability to anticipate, customise, market and provide solutions, services, and enhancements of current services in response to evolving industry requirements.

Our business requires us to continuously adapt to evolving customer requirements, technological advancements and changing industry trends. We seek to monitor developments in the information technology industry and periodically enhance our service offerings by integrating new technologies, platforms and methodologies into our solutions. However, there can be no assurance that we will be able to identify, develop or successfully implement new technologies or service offerings in a timely manner, or that such offerings will achieve market acceptance or meet changing customer expectations. Our inability to effectively respond to technological changes, evolving customer preferences or emerging industry trends, including in areas such as cloud computing, cybersecurity, mobility and platform-as-a-service, could adversely affect our competitiveness, customer relationships, business, financial condition, results of operations and cash flows.

While we have not faced any service delivery deficiencies in past, yet any failure to design and offer in the most efficient manner, would reduce our margins and would materially and adversely affect our profitability. Also, ability of our competitors to design innovative solutions and service in a manner which is more efficient and feasible than ours would give our competitor the ability to offer attractive prices to the customers, without affecting their margins. We cannot assure you that our solutions and services will continually meet the evolving demands of our customers. Failing to do so could impact our overall business, results of operations and cash flows.

50. Acquisitions and investments may be difficult to integrate, disrupt our business and lower our results of operations and the value of your investment.

Our Company may enter into strategic acquisitions and takeovers that are complementary to our business operations, including opportunities that can help us further improve our technology system, profitability and market reach. We have limited experience in undertaking such strategic acquisitions and subsequent integrations of the same. These strategic acquisitions and subsequent integrations of newly acquired businesses would require significant managerial and financial resources and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our growth, profitability and business operations. Acquired businesses or assets may not generate expected financial results, integration opportunities, synergies and other benefits immediately, or at all, and may also incur losses. The cost and duration of integrating newly acquired businesses could also materially exceed our expectations, which could negatively affect our results of operation. We may also incur reputational or financial losses to resolve outstanding litigations, contractual liabilities or financial indebtedness we inherit from our strategic acquisitions. We may also face operational and structural integration challenges in integrating IT systems, retaining relationships with key employees of acquired businesses, and increased regulatory and compliance requirements. If any of such challenges are not resolved in our favour, we could lose opportunities in strategic acquisitions and alliances, and our business, financial condition and results of operations will be materially and adversely affected.

51. In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects / schedule of implementation of this Issue which would in turn affect our consolidated revenues and results of operations.

The funds that we receive would be utilized for the objects of the Offer as has been stated in the Chapter ***"Objects of the Offer"*** on page no 104 of the Draft Red Herring Prospectus. The proposed schedule of implementation of the objects of the Offer is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Offer, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our consolidated revenues and results of operations.

52. Certain agreements entered into by our Company may not have been duly stamped, and any liability arising in connection therewith may adversely affect our business, financial condition and results of operations.

Certain agreements entered into by our Company may not have been duly stamped in accordance with the applicable provisions of the relevant stamp duty laws. In this regard, our Company has made an application to the relevant stamp authority for the assessment and/or payment of applicable stamp duty in respect of such agreements. The application is pending consideration by the relevant stamp authority as on the date of this Draft Red Herring Prospectus.

We cannot assure you that the relevant stamp authority will accept our application or that the matter will be resolved without any additional financial or other implications for our Company. The relevant authority may determine that additional stamp duty, applicable penalties, interest or other charges are payable in respect of such agreements. Further, agreements that are insufficiently stamped may be subject to restrictions on their admissibility as evidence or other legal consequences, as applicable under the relevant laws, until the applicable stamp duty and related amounts are duly paid or the deficiency is otherwise regularised.

Any delay in regularising the stamp duty in respect of such agreements, any adverse determination by the relevant authority or any additional liability arising in this regard may result in additional costs, delays in legal proceedings or difficulties in enforcing our contractual rights and obligations. Any of these circumstances could adversely affect our business, financial condition, cash flows and results of operations.

53. As of now, our company has not conducted independent Information Technologies Audit (IT Audit) from any certified IT Auditor. Non-adherence of such audit could create threat on our corporate assets and data integrity.

As of now, our company has not conducted independent Information Technologies Audit (IT Audit) from any certified IT Auditor. Currently, our company has no policy of conducting IT audit. However, in order to establish safeguard of assets, maintaining data integrity and allowing organisational goals to be achieved effectively and using resources efficiently, it is advisable to conduct the audit. It helps to determine whether IT controls protect corporate assets,

ensure data integrity and are aligned with the business's overall goals. IT auditors examine not only physical security controls, but also overall business and financial controls that involve information technology systems. Our management is planning to adopt such policy of introducing such types of audit in our company.

However, non-adherence of adoption of such audit and our inability to adopt such measures in future could cause loss of data which would emanate financial as well as business reputation loss.

The company is in process to approach certain professionals and take such measures to safeguard the IT infrastructure of company. In coming future, company is also planning to develop in house.

54. Failure to comply with laws and regulations applicable to our business could subject us to fines and penalties and could also cause us to lose customers or otherwise harm our business.

We are subject to evolving and complex laws on data privacy, internet use for commerce, and data sovereignty. These regulations are extensive and often inconsistent, creating uncertainty in compliance. In India, these laws include the Information Technology Act, 2000 and rules thereunder and the Digital Personal Data Protection Act, 2023 ("DPDP Act"), which provides for personal data protection and privacy of individuals, regulates cross border data transfer, and provides several exemptions for personal data processing by the Government. The DPDP Act provides for and imposes restrictions and obligations on data fiduciaries resulting from dealing with personal data and further, provides for levy of penalties for breach of obligations prescribed under the DPDP Act. The Ministry of Electronics and Information Technology, Government of India has introduced a Draft Digital Personal Data Protection Rules, 2025 ("DPDP Rules"), which are yet to come into force, which provide detailed guidelines for data fiduciaries, consent managers, and the Data Protection Board to ensure compliance with the DPDP Act. For further details, **"*Key Industry Regulations and Policies*"** on page 166 of this DRHP

These laws and regulations in India and other countries where we have customers impose added costs on our business. Changes in laws or regulations relating to privacy, data protection, and information security, could require us to modify our existing systems or invest in new technologies to ensure compliance with such applicable laws, which may require us to incur additional expenses. The implementation of such laws can increase our data security and compliance related costs thereby adversely affecting our business, financial condition, results of operations and cash flows.

Additionally, our business is also subject to various central, state, local and foreign laws, including employment and labour laws, workplace safety, environmental laws, consumer protection laws, anti-bribery laws, import and export controls, anti-corruption and anti-bribery laws, and tax laws and regulations. For details of certain sector specific laws and regulations in India that are applicable to us, see **"*Key Industry Regulations and Policies*"** on page 166 of this DRHP.

While we ensure compliance with applicable laws and regulations relating to our business, we cannot assure you that the Government or the regulatory authorities will not take different interpretations regarding applicability of, or compliance with, the laws and regulatory framework governing our business. Unfavourable changes in the applicability implementation, or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Moreover, there is no assurance that the Government or regulatory authorities will not take a different interpretation regarding any of our current business activities being restricted or prohibited under applicable laws or the terms of the regulatory registrations and approvals obtained by us.

Our attempts to comply with applicable legal requirements may not be successful, and may also lead to increased costs for compliance, which may materially and adversely affect our business, financial condition, cash flows, results of operations and prospects. For instance, we have delayed in the payment of statutory dues, including tax deducted as source.

55. Our business depends significantly on our ability to attract, develop and retain skilled technology professionals, and any increase in employee attrition or inability to recruit suitably qualified personnel may adversely affect our business.

Our ability to deliver technology consulting, implementation, migration, integration, application support, managed services, cloud, Data and AI, ERP-related and IT infrastructure services depends significantly on our ability to

attract, develop and retain professionals with appropriate technical and domain expertise. The technology services industry requires personnel with specialised and continually evolving skills, including expertise in SAP, cloud technologies, data and artificial intelligence, cybersecurity, IT infrastructure and enterprise applications. There may be a shortage of suitably qualified professionals with such skills, and competition for experienced technology personnel may increase our recruitment and employee retention costs.

We may experience employee attrition due to competition for skilled personnel, demand for specialised technology skills, changes in employee preferences or other factors. The departure of experienced employees, particularly during critical stages of customer projects or engagements, may result in loss of project-specific knowledge, increased workload for existing personnel, delays in project execution or service delivery and difficulties in meeting customer requirements or contractual timelines. We may not be able to recruit suitable replacements in a timely manner or on commercially acceptable terms.

Further, retaining and recruiting skilled personnel may require us to increase compensation, benefits and other employee-related costs. Replacement of employees may also require additional recruitment, onboarding, training and capability-development expenditure. If employee costs increase without a corresponding increase in billing rates or revenue, our project margins and profitability may be adversely affected. Any inability to maintain adequate levels of appropriately skilled personnel or effectively manage employee attrition may therefore adversely affect our ability to undertake and execute projects, maintain service quality, meet cus tomer expectations and timelines, and may adversely affect our business, financial condition and results of operations.

The details of Employee Benefit Expenses are given as below:

(₹ in lakhs)

Particulars	30.06.2026	31.03.2026	31.03.2025	31.03.2024
Revenue from Operations	952.55	3840.85	3425.22	2376.2
Employee Benefit Expenses	375.52	1357.06	480.7	317.87
Percentage	**39.42%**	**35.33%**	**14.03%**	**13.38%**

**Consolidated Restated Financials*

For more details, kindly refer page no 207, in the Section ***"Financial Information" of this DRHP***.

56. Rapid technological developments and changes in enterprise technology platforms may require us to continually upgrade our capabilities, and failure to adapt may adversely affect our business.

The technology services industry in which we operate is characterised by rapid technological developments, evolving enterprise requirements and frequent changes in technology platforms, software and delivery methodologies. Our service offerings include services relating to SAP, including SAP S/4HANA, SAP ABAP, SAP BODS and SAP BTP, Microsoft Dynamics 365, cloud technologies, Data and AI, data platforms, cybersecurity, DevOps, micro services and containerisation. Changes in these technologies or the introduction of new platforms, products and methodologies may result in existing skills, technologies, service offerings or solutions becoming less relevant or requiring modification or replacement.

Our ability to remain competitive and continue to meet customer requirements depends, among other factors, on our ability to identify technological developments in a timely manner and continuously upgrade our technical capabilities, employee skills, service offerings, tools and delivery processes. We may be required to incur additional expenditure on employee training, recruitment, technology infrastructure, certifications, development and other capability-building initiatives. There can be no assurance that we will be able to anticipate or respond to technological developments effectively or within the time required by our customers.

Any failure or delay in adapting our services to changes in enterprise technology platforms, cloud technologies, AI/ML, data platforms, cybersecurity solutions or development methodologies may reduce the relevance of our service offerings, result in loss of existing or potential business opportunities, increase project execution costs or adversely affect our ability to meet customer requirements. Further, investments made in developing capabilities for particular technologies may not generate the expected returns if such technologies are replaced, modified or adopted at a slower pace than anticipated. Any such developments may adversely affect our business, financial condition, results of operations and prospects.

57. The price of our Equity Shares may be volatile after the Issue

Factors that may affect the price include quarterly variations in our results, changes in client demand for IT services, announcements by competitors, changes in analyst estimates, regulatory changes, and general market conditions. Our stock may also trade at a discount to the Issue Price.

58. 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 pages 206 of the Draft Red Herring Prospectus.

59. Failure to comply with labour and employment laws, including the new Labour Codes, may result in penalties, claims and reputational harm.

Our business depends on 228 employees. We are subject to laws governing wages, provident fund, ESIC, gratuity, professional tax, shops and establishments, contract labour and the Code on Wages, Industrial Relations Code, Code on Social Security and Occupational Safety, Health and Working Conditions Code (collectively, the Labour Codes). The Labour Codes and their rules may change our compliance obligations and employee costs, including gratuity and wage definitions. Any non-compliance may expose us to penalties and litigation.

60. High attrition and the inability to recruit and retain skilled IT professionals may harm our business.

Our attrition rate was 66.67% in FY 26 and 49.46 % in FY 25. Competition for skilled talent, especially in AI, cloud and data, is intense. Rising wages could reduce our margins if not passed to clients. If clients hire our professionals directly, we may lose revenue and recruitment investments.

61. A breach of client data or confidentiality, whether by us, our employees or contract personnel, could result in liability and loss of clients.

In providing services we access confidential client information, source code, and in some cases personal data. Our professionals work at client sites or remotely and may use personal devices A security breach, cyber-attack, insider misuse or inadvertent disclosure could lead to claims under our contracts, termination, regulatory penalties and reputational harm. Our insurance may not fully cover the losses.

EXTERNAL RISK FACTORS

62. The extent to which the Coronavirus disease (COVID-19) may affect our business and operations in the future is uncertain and cannot be predicted

During the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19. The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate, among many others. On 14.03.2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown beginning on 25.03.2020. The lockdown lasted until S31.05.2020, and has been extended periodically by varying degrees by state governments and local administrations. The lifting of the lockdown across various regions has been regulated with limited and progressive relaxations being granted for movement of goods and people in other places and calibrated re-opening of businesses and offices. Despite the lifting of the lockdown, there is significant uncertainty regarding the duration and long-term impact of the COVID-

19 pandemic, as well as possible future responses by the Government, which makes it impossible for us to predict with certainty the impact that COVID-19 will have on our business and operations in the future. We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and workforce. Any intensification of the COVID- 19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition.

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

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, famine, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Our operations may be adversely affected by natural disasters and/or severe weather conditions, which can result in damage to our properties in which we operate may result to the slow down or stoppage of operation temporary and hamper our productivity and may slow down our business operations temporarily or any other factor, which can adversely affect agriculture market in which we operate. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

In addition, India has witnessed local civil disturbances in recent years, in particular communal violence across ethnic or communal lines involving conflicts, riots and other forms of violence between communities of different religious faith or ethnic origins, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

64. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, financial condition, results of operations and prospects.

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to ***"Key Industry Regulations and Policies"*** on page no 166 of this Draft Red Herring Prospectus for details of the laws currently applicable to us. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from S01.07.2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge currently being collected by the central and state governments. The GST is expected to increase tax incidence and administrative compliance. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules ("GAAR") provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences.

In the absence of any precedents on the subject, the application of these provisions is uncertain. The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

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

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

66. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities in India or any region of our trade may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

67. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war in any region of our trade may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India, Africa and Middle East are regions that have witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other\ adverse social, economic and political events in any such region could have a negative impact on the value of business and eventually the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

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

Our financial statements, including the financial statements provided in this Draft Red Herring Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

India has decided to adopt the "Convergence of its existing standards with IFRS" and not the "International Financial Reporting Standards" ("IFRS"), which was announced by the MCA, through the press note dated January 22, 2010.

These "IFRS based/ synchronized Accounting Standards" are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated 25.02.2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated 16.02.2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards (i.e., IND (AS)) and for future periods.

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

69. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business.

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

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

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

71. Our own use of AI tools exposes us to legal, quality and data risks.

If we use third-party or open-source AI tools in delivering services, we may face claims on intellectual property infringement, inaccurate or biased outputs, breach of client restrictions on AI use, or leakage of client data into external models. Regulation of AI in India or other jurisdictions where our clients operate may increase compliance costs.

72. There is no existing market for our Equity Shares, and the Issue Price may not be indicative of the price at which they will trade after listing.

Prior to this Issue, there has been no public market for our Equity Shares. The Issue Price will be determined through the Book Building Process and may not be indicative of the market price after listing. We cannot assure you that an active trading market will develop or be sustained, or that you will be able to sell your Equity Shares at or above the Issue Price.

SECTION IV- INTRODUCTION
THE OFFER

PRESENT ISSUE OF EQUITY SHARES BY OUR COMPANY IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS		
Equity Shares offered through Public Issue [(1)(2)*]		Offer of up to 38,00,000 Equity Shares of Face Value of ₹5/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Of which:		
(i) Offer for Sale [(3)]		Up to 5,90,000 Equity Shares of Face Value of ₹5/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
(ii) Fresh Issue		Up to 32,10,000 Equity Shares of Face Value of ₹5/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Out of which:		
Reserved for the Market Makers		Up to [●] Equity Shares of Face Value of ₹5/- each for cash at a price of₹ [●] per Equity Share aggregating to ₹[●] Lakhs.
Net Issue to the Public		Up to [●] Equity Shares of Face Value of ₹5/- each for cash at a price of ₹[●] per Equity Share aggregating to ₹[●] Lakhs.
Of which:		
A. Allocation to Qualified Institutional Buyers	**Anchor Investors**	Not more than [●] Equity Shares of ₹5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs.
	Net QIB	Not more than [●] Equity Shares of ₹5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs.
B. Allocation to non-Institutional Investors	**One-third of the non-Institutional Category will be made available for allocation to Bidders with an application size of more than two lots and up to lots of equivalent to not more than ₹10 lakhs**	Up to [●] Equity Shares of ₹5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs.
	Two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs	Not less than [●] Equity Shares of ₹5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs.
C. **Allocation to Individual Investors**		Not less than [●] Equity Shares of ₹5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs.
Pre and Post-Issue Equity Shares of our Company:		
Equity Shares outstanding prior to the Issue		80,20,000 Equity Shares of Face Value of ₹5/- each
Equity Shares outstanding after the Issue		Up to [●] Equity Shares of Face Value ₹5/- each
Use of Net Proceeds		Please refer the chapter titled ***"Objects of the Offer"*** on page no. 104 of this Draft Red Herring Prospectus**,** for information on the use of Issue Proceeds.

**Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of issue price*

Notes:

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

2. *The Offer has been including the Fresh Issue and OFS has been approved by our Board pursuant to the resolutions passed at its meetings held on 30.09.2026 and by our Shareholders pursuant to a special resolution passed at their Extra-ordinary meeting held on 05.10.2026.*

3. *Promoter Selling Shareholder had confirmed that the Offered Shares were held by such Promoter Selling Shareholder for a period of at least one year immediately preceding the date of the Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations and amendments thereto. Further, Promoter Selling Shareholder had confirmed that their respective Offered Shares were compliant with Regulation 230(1) (f) and 230(1) (g) of the SEBI ICDR Regulations 2018 as amended. Further, the size of offer for sale by Promoter selling shareholder does not exceed twenty per cent of the total offer size:*

Promoter Selling Shareholder had consented to the inclusion of their respective portion of the Offered Shares in the Offer for Sale as follows:

Sr. No.	Promoter Selling Shareholder	No. of Offered Shares	Date of Consent Letter
1.	Geeta P Ari	5,90,000	*25.09.2026*

Promoter Selling Shareholder, have confirmed that the Offered Shares have been held by Promoter Selling Shareholder for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations and amendments thereto.

4. *Our Company, in consultation with BRLM, 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 be accordingly reduced for the Equity Shares allocated to Anchor Investors. Forty per cent of the anchor investor portion, within the limits specified, shall be reserved as under – (i) 33.33 per cent for domestic mutual funds; and (ii) 6.67 per cent for life insurance companies and pension funds. Any under-subscription in the reserved category specified in clause (ii) above may be allocated to 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 2018*

5. *In case of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event of under- subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion.*

   In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. Allocation to investors in all categories, except the Individual Investor Portion, shall be made on a proportionate basis subject to valid bids received at or above the Offer Price. The allocation to each Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Individual Investor Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

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

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

*For details, including in relation to grounds for rejection of applications, refer to **"Offer Structure"** and "**Offer Procedure"** on pages 276 and 282 ,respectively. For details of the terms of the Offer, see **"Terms of the Offer"** on page no 265 of this DRHP.*

(The remainder of this page has been intentionally left blank)

GENERAL INFORMATION

The company, originally named as "PradeepIT Consulting Services Private Limited" at Bangalore, Karnataka, was incorporated as a private limited company under the Companies Act, 2013, vide Corporate Identification Number (CIN) U74999KA2016PTC093587 pursuant to a certificate of incorporation dated 25.05.2016, issued by the Deputy Registrar of Companies, Central Registration Centre. In 2024, the name of the company was changed to "PradeepIT Global Consulting Private Limited" pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 06.05.2024, and vide certificate dated 27.06.2024 issued by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. In 2026, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 31.07.2026 and a fresh certificate of incorporation was issued in the name of "PradeepIT Global Consulting Limited" dated 24.09.2026 vide Corporate Identification Number (CIN) U74999KA2016PLC093587 by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre.

For details of Business, Incorporation, change of name and Registered Office of our Company, please refer to chapter titled **"*Business Overview*"** and ***"History and Corporate Structure"*** on page no. 142 and 177 of this Draft Red Herring Prospectus.

Particulars	Details
Name of the Company	PradeepIT Global Consulting Limited
CIN	U74999KA2016PLC093587
Registered Address	No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore G.P.O., Bangalore North-560001, Karnataka, India.
Registrar of Company	ROC Bangalore
Address of ROC	**Registrar of Companies, Bangalore** 'E' Wing, 2nd Floor, Kendriya Sadana, Koramangala, Bangalore – 560034, Karnataka, India. **Tel**: 080-25633105 **E-mail**: roc.bangalore@mca.gov.in **Website**: www.mca.gov.in
Registration Number	093587
Contact No.	+91- 9900085366
Email Id	compliance.officer@in.pgcdigital.ai
Website	https://pgcdigital.ai/
Date of Incorporation	25.05.2016

BOARD OF DIRECTORS OF OUR COMPANY

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

Sr. No.	Name	Designation	Address	DIN
1.	Vinod Kumar Beli	Chairman and Managing Director	298 1st floor 2nd Block 3rd Cross 3rd main 3rd stage, Kathriguppe Water Tank, Near easyday supermarket, Banashankari, Bangalore-560085, Karnataka.	10180126
2.	Geeta P Ari	Whole Time Director	298 1st floor 2nd block 3rd cross 3rd main 3rd stage Banashankari 3rd Stage, Banashankari, Bengaluru-560085, Karnataka, India.	07521376
3.	Arun Kohli	Non- Executive Director	Plot 403, Milford Terrace, Flat 204 8th Main, 2nd A Cross, 3rd Block Koramangala Bangalore South, Bangaluru-560034 Karnataka.	07521158
4.	Pankaj Kumar Sharma	Non- Executive Independent Director	Nai Basti Sukar, Bamanwas, Sawai Madhopur-322212, Rajasthan, India	08076263
5.	Punyavrat	Non- Executive Independent Director	Flat no 305 Blak A Wing E Samhita Rainbow APTS, Thubarahalli, Bangaluru-560066, Karnataka, India.	11535558

For further details of our directors, please refer to chapter titled ***"Our Management"*** on page no 184 of this Draft Red Herring Prospectus.

DESIGNATED STOCK EXCHANGE

BSE Limited
SME Platform of BSE Limited ("BSE SME")
25th Floor, BSE Building, P. J Tower, Dalal Street, Fort, Mumbai-400001.
Tel No: 022-22728017
Website: www.bsesme.com

In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we have made an application to BSE Limited for listing of our equity shares on the BSE SME Platform only for listing of our equity shares.

Company Secretary and Compliance Officer	**Shweta Arora** **Address**: No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore G.P.O., Bangalore, Bangalore North-560001, Karnataka, India. **Telephone No.:** +91-9900085366 **Website**: *https://pgcdigital.ai/* **E-Mail**: compliance.officer@in.pgcdigital.ai
Chief Financial Officer	**Sunil Kumar K P** **Address**: No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore G.P.O., Bangalore, Bangalore North-560001, Karnataka, India. **Telephone No.:** +91-9900085366 **Website**: *https://pgcdigital.ai/* **E-Mail**: compliance.officer@in.pgcdigital.ai

INVESTOR GRIEVANCES

Investors can contact the Company Secretary and Compliance Officer, the BRLM or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non- credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non- receipt of funds by electronic mode, etc.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, the Application Amount paid on submission of the Bid cum Application Form and the bank branch or collection center where the application was submitted

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant SCSB or the member of the Syndicate if the Application was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Application was submitted to a Registered Broker at any of the Brokers Centers, as the case maybe, quoting the full name of the sole or first Applicant, Bid cum Application Form number, address of the Applicant, Applicant's DP-ID, Client-ID, PAN, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the Depository Participant, as the case may be, where the Application was submitted, and the ASBA Account number in which the amount equivalent to the Application Amount was blocked and UPI ID used by the Individual Investors. Further, the Applicant shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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

Details of Key Intermediaries pertaining to this Offer and our Company:

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Aftertrade Broking Private Limited 2701 & 2707, 27th Floor, Z2, Opp Baghbaan party plot, Zydus Hospital Road, Thaltej, Ahmedabad - 380059 **Telephone No.:** +91-9725009939 **E-mail:** mb@aftertrade.in **Investor Grievance Email:** compliance@aftertrade.in;	**Bigshare Services Private Limited** Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali caves Road, Andheri (East) Mumbai – 400093 **Telephone**: +91-022-62638200 **E-mail id:** ipo@bigshareonline.com

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Website: www.aftertrade.in **Contact Person:** Vanesh Panchal **SEBI Registration Number:** INM000013110 **CIN:** U51909GJ2016PTC165507	**Website:** www.bigshareonline.com **Investor Grievance Email**: investor@bigshareonline.com **Contact Person:** Babu Rapheal **SEBI Registration Number:** INR000001385 **CIN:** U99999MH1994PTC076534
LEGAL ADVISOR TO THE OFFER	**PEER REVIEWED AUDITOR AND STATUTORY AUDITOR OF THE COMPANY**
Zenith India Lawyers **Address:** D-49, First Floor, Sushant Lok III Extension, Sector 57, Gurugram, Haryana 122003 **Telephone:** 0124-4240681 **E-mail:** raj@zilawyers.com **Contact Person:** Raj Rani Bhalla **Website:** www.zilawyers.com	**M/s A G R A And Co, Chartered Accountants** **Address:** 1st floor, 25/2, Nish Manor, Norris Road, Langford Road, Richmond Town, Bengaluru, Karnataka-560025 **Telephone:** +91-8042283059 **E-mail:** faizan@agraca.in **FRN:** 030057C **Peer Review Certificate No.:** 020072 **Contact Person:** Faizan Ali Khan
BANKERS TO THE COMPANY	
ICICI Bank Limited **Branch Address**: Basaveshwarnagar **Telephone:** 7619211054 **Email Id:** Aiswarya@Icici.Bank.In **Website:** www.icici.bank.in **Contact Person:** Aiswarya Ashok	
BANKERS TO THE OFFER/REFUND BANKER *	**SYNDICATE MEMBER***

*The intermediaries will be appointed prior to the filing of Prospectus.

CHANGE IN STATUTORY AUDITORS DURING THE LAST THREE YEARS

Except as stated below, there have been no changes in our Company's auditors in the last three years:

Name of the auditor	M/s G MAREGOUDA & CO	M/s A G R A And Co.	M/s A G R A And Co.
FRN	009994S	030057C	030057C
Peer Review Number	NA	020072	020072
Date of Appointment	30.09.2022	05.09.2025	30.09.2025
Date of Resignation	12.08.2025	NA	NA
Period from	01.04.2022 to 31.03.2027	01.04.2024 to 31.03.2025	01.04.2025 to 31.03.2030
Email ID	Gmg555@gmail.com	faizan@agraca.in	faizan@agraca.in
Address	No. 38, Mathrushree Nilaya, 2nd Main, Hanuman Layout, Ramachandrapura, Bangalore-560013, Karnataka, India	1st floor, 25/2, Nish Manor, Norris Road, Langford Road, Richmond Town, Bengaluru, Karnataka-560025	1st floor, 25/2, Nish Manor, Norris Road, Langford Road, Richmond Town, Bengaluru, Karnataka-560025
Reason for change	Pre-occupation in other assignments	Appointment for the period of 1 years.	Re-Appointment for the period of 5 years.

DESIGNATED INTERMEDIARIES

SELF-CERTIFIED SYNDICATE BANKS ("SCSBs")

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

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

REGISTERED BROKERS

Applicant can submit Bid cum Application Forms in the Offer using the stockbrokers 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.

SCSBS ELIGIBLE AS ISSUER BANKS FOR UPI MECHANISM AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM

n accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28.06.2019 Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated 26.07.2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated 05.04.2022, UPI Applicants using the UPI mechanism may only apply through the SCSBs and mobile applications (apps) using the UPI handles whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated 26.07.2019. A list of SCSBs and mobile applications, which are live for applying public issues using UPI mechanism is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 , respectively and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

SYNDICATE SCSB BRANCHES

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated 26.07.2019, Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated 26.07.2019, as amended

REGISTRAR TO THE OFFER AND SHARE TRANSFER AGENTS ("RTA")

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated 10.11.2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

COLLECTING DEPOSITORY PARTICIPANTS (CDPS)

The list of the Collecting Depository Participants (CDPs) eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19 for NSDL CDPs and at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18 for CDSL CDPs, as updated from time to time. 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) and updated from time to time.

CREDIT RATING

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

IPO GRADING

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

DEBENTURE TRUSTEES

As this is an Offer is of Equity Shares, the appointment of Debenture trustees is not required.

MONITORING AGENCY

Our Company in compliance with Regulation 262 of the SEBI ICDR Regulations, shall appoint a Monitoring Agency, prior to filing of the Red Herring Prospectus, for monitoring the utilization of the Net Proceeds, if applicable. For details in relation to the proposed utilisation of the Net Proceeds, please refer to the chapter titled ***"Objects of the Offer"*** on page no.104 of this Draft Red Herring Prospectus.

APPRAISING ENTITY

No appraising entity has been appointed in relation to the Offer.

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBLITIES

Aftertrade Broking Private Limited is the sole Book Running Lead Manager to the Offer and all the responsibility related to co-ordination and other activities in relation to the Offer will be performed by them. Hence, a statement of inter-se allocation of responsibilities is not required.

GREEN SHOE OPTION

No Green Shoe Option is applicable for the Offer.

FILING OF DRAFT OFFER DOCUMENT / OFFER DOCUMENT

The Draft Offer Document/ Offer Document shall be filed with the SME platform of BSE Limited (the BSE SME) at following address.

BSE Limited
SME Platform of BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001, Maharashtra, India.
Tel No: 022 – 2272 1233/34
Website: www.bseindia.com

In accordance with the Regulation 247 of the SEBI ICDR Regulations, The Draft Red Herring Prospectus filed with BSE SME will be made public for comments, if any, for a period of at least twenty-one days from the date of filing this Draft Red Herring Prospectus, by hosting it on our Company's website - https://pgcdigital.ai/, BSE SME's website - https://www.bsesme.com/ and Book Running Lead Manager website - www.aftertrade.in.

Our Company shall, within two working days of filing the Draft Red Herring Prospectus with BSE SME, make a public announcement in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and the Kannada edition(s) of [●], a widely circulated Kannada daily newspaper, Kannada being the regional language where our Registered Office is situated, disclosing the fact of filing of the Draft Red Herring Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME, our Company or the BRLM in respect of the disclosures made in this Draft Red Herring Prospectus.

Neither the Draft Red Herring Prospectus shall be filed with SEBI, nor SEBI shall Offer any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated 19.01.2018, a copy of Offer document shall be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in/.

A copy of the Red Herring Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 and Section 32 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at http://www.mca.gov.in., at least (3) three working days prior from the date of opening of the Offer, and a copy of Prospectus to be filed under Section 26 & 32 of the companies Act, 2013 will be filed to RoC through the electronic portal at http://www.mca.gov.in.

BOOK BUILDING PROCESS

Book Building, with reference to the offer, refers to the process of collection of Bids on the basis of the Red Herring

Prospectus within the Price Band. The Price Band shall be determined by our Company and the Promoter Selling Shareholder may, in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and the Kannada edition(s) of [●], a widely circulated Kannada daily newspaper, Kannada being the regional language where our Registered Office is situated at least two working days prior to the Bid/ Offer Opening date. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Offer Closing Date. Principal parties involved in the Book Building Process are: -

- Our Company i.e. PradeepIT Global Consulting Limited
- Promoter Selling Shareholder i.e Geeta P Ari
- The Syndicate Member(s), who are intermediaries, registered with SEBI/ registered as brokers with BSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Book Running Lead Manager in this case being Aftertrade Broking Private Limited,
- The Escrow Collection Banks/ Bankers to the Offer in this case being [●] and
- The Registrar to the offer, in this case being Bigshare Services Private Limited and;
- The Designated Intermediaries and Sponsor bank in this case being [●]

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

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(1) 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 BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). Forty per cent of the anchor investor portion, within the limits specified shall be reserved as –

(i) 33.33 per cent for domestic mutual funds; and
(ii) 6.67 per cent for life insurance companies and pension funds. Any under-subscription in the reserved category specified in clause (ii) above may be allocated to 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 2018.

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 shall be added to the remaining Net QIB Portion for proportionate allocation to QIBs.
Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors, wherein

a) One third of the portion available to Non-Institutional Investors shall be reserved for Applicants with an Application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs;
b) two third of the portion available to Non-Institutional Investors shall be reserved for Applicants with an Application size of more than ₹10 lakhs; and
c) any unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to Applicants in the other sub-category of Non-Institutional Investors; and not less than 35.00% of the Net Issue shall be available for allocation to Individual Investors, who applies for minimum application size in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, other than Anchor Investors are mandatorily required to use the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIB, Non-Institutional Bidders and Individual Investors 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. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date.

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors 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 01.11.2018, Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regard, please refer to the chapter titled **"*Offer Procedure*"** on page no. 282 of this Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please refer to the chapter titled **"*Offer Procedure*"** on page no. 282 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

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

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

Steps to be taken by the Bidders for Bidding:

1. Check eligibility for making a Bid (please refer the chapter titled **"*Offer Procedure*"** on page no. 282 of this Draft Red Herring Prospectus);

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

Bid/ Offer Program:
An indicative timetable in respect of the Issue is set out below:

Events	Indicative Dates
Bid/ Issue Opening Date	[●][(1)]
Bid/ Issue Closing Date	[●][(2) (3)]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

(1) Our Company in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor Bid/Issue Period shall be one working day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one day prior to the Bid/Issue closing date in accordance with the SEBI ICDR Regulations.

(3) UPI mandate acceptance and confirmation shall be at 5:00 pm IST on Bid/ Issue Closing Date.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Submission of Bids (other than Bids from Anchor Investors):

Particulars	Time
Bid / Issue Period (except the Bid/ Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))
Bid/Issue Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 account) – For Individual Investors other than QIBs and NIIs.	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Individual Investor, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST

Particulars	Time
Submission of Physical Applications (Syndicate Non-Individual Investors, Non- Individual Applications of QIBs and Non- Institutional Bidders)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors and Individual Investors categories#	Only between 10.00 a.m. on the Bid/Issue Opening Date and up to 4.00 p.m. IST on Bid/Issue Closing Date

** UPI mandate acceptance and confirmation shall be available up to 5:00 p.m. on Bid/ Issue Closing Date.*

 # QIBs and Non-Institutional Bidders and Individual Bidders can neither revise their bids downwards nor cancel/withdraw their bids

On the Bid / Issue Closing Date, the Bids shall be uploaded until 4.00 p.m. for all categories.
On Bid / Issue Closing Date, extension of time may be granted by Stock Exchange only for uploading Bids received by Individual Bidders after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the Book Running Lead Manager to the Stock Exchange.

The time for applying for Individual Investors on Bid/ Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and BSE, taking into account the total number of applications received up to the closure of timings.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted only between 10.00 A.M. and 5.00 P.M. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 A.M. and 3.00 P.M. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Individual Investor who applies for minimum application size after taking into account the total number of applications received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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

In accordance with the SEBI Regulations, QIBs, Non-Institutional Applicants and Individual Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage after submitting an application. Except Allocation to Individual Investors who applies for minimum application size, Allocation in the Issue will be on a proportionate basis.

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

UNDERWRITER

Our Company, The Promoter Selling Shareholder and Book Running Lead Manager to the Offer hereby confirm that the Offer is 100% Underwritten. The underwriting agreement is dated [●] and pursuant to the terms of the underwriting agreement; obligations of the underwriter is subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Offer.

Name and Address of the Underwriters[#]	Indicative Number of Equity Shares to be Underwritten*	Amount Underwritten (Rupees in Lakhs)[#]	% of the Total Offer size Underwritten
[●]	[●]	[●]	[●]
Total	[●]	[●]	**100.00%**

**Includes* [●] *Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR* Regulations*, 2018, as amended. #To be updated in Prospectus at the time of filing with RoC.*

As per Regulation 260(2) of SEBI ICDR Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Offer size out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriters, the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

In the opinion of the Board of our Directors of our company, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12 (1) of the SEBI Act as merchant bankers or stock brokers.

The Book Running Lead Manager shall file an undertaking to the SEBI that the Offer has been 100% underwritten along with the list of underwriters indicating the extent of underwriting or subscription commitment made by each of them, one day before the opening of Offer. If any of the underwriters fail to fulfil their underwriting obligations, the Book Running Lead Manager shall fulfil the underwriting obligations. Further, the underwriters, other than the Book Running Lead Manager, who have entered into an agreement for subscribing to the Offer in case of under-subscription, shall not subscribe to this Offer in any manner except for fulfilling their obligations under the Underwriting Agreement with the Book Running Lead Manager in this regard.

EXPERT OPINION

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

1- Our Company has received a written consent Dated 25.09.2026 from Peer Reviewed Auditor namely, M/s A G R A And Co., Chartered Accountants to include their name in respect of report on restated Consolidated financial statements for the stub period ended 30.06.2026 and for the financial year ended 31.03.2026, 31.03.2025, 31.03.2024 and the Statement of Special Tax Benefits dated 03.11.2026 issued by them as included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

2- Our Company has received a written consent dated 14.10.2026 from Gandharv Khandelwal & Co. the Practicing Company Secretary, having certificate of practice number (COP) 24329 to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of Companies Act, 2013, in respect of certificates issued by them in their capacity as the independent practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

WITHDRAWAL OF THE OFFER

Our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Manager, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Offer Opening Date but before the Allotment. In such an event our Company Would Offer a public notice in the newspapers, in which the pre-

Offer advertisements were published, within one day of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one working day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Offered through the Prospectus, which our Company will apply for only after Allotment, (ii) the final Registrar of Companies approval of the Prospectus and (iii) If our Company and the Promoter Selling Shareholder in consultation with Book Running Lead Manager withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with Stock Exchange.

APPRAISAL AGENCY

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

DETAILS OF THE MARKET MAKING ARRANGEMENT

[●], which is registered with BSE shall act as the Market Maker in accordance with Regulation 261 of the SEBI ICDR Regulations.

Our company has entered into an agreement dated [●], with the Book Running Lead Manager and the Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of our equity shares on BSE SME or for a period as may be notified by any amendment in the SEBI ICDR Regulations.

Our company, in consultation with the Book Running Lead Manager, shall allot at least 5% of the Offer to the Market Maker under the Market Maker Reservation Portion as per the Regulation 261 (4) of the SEBI ICDR Regulations:

Name	[●]
CIN	[●]
Registered Address	[●]
Corporate Address	[●]
Tel No.	[●]
Email Id	[●]
Website	[●]
Contact Person	[●]
SEBI Reg. No.	[●]

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, 2018, as amended from time to time and the circulars issued by BSE Limited and SEBI in this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

I. The Market Maker shall provide eligible 2-way quotes for 75% of the market time for each trading session of the normal market from the date of listing of the equity shares. The same shall be monitored by the BSE. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.

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

III. The minimum depth of the quote shall be [●] However, the investors with holdings of value less than [●] shall be allowed to issue their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in two lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹[●]/- per equity share, the minimum lot size is [●] Equity Shares, thus minimum depth of the quote shall be ₹[●] until the same would be revised by BSE Limited.

IV. After first three (3) months of the market making period, the Market Maker would be exempted to provide quote if the Equity Shares of the Market Maker in our company reaches to 25% of the issue size (including [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken into consideration of computing the threshold of 25% of the issue size. As soon as the Equity Shares of the Market Maker in our Company reduces to 24%, the Market Maker will resume providing 2-way quotes.

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

VI. On the first day of the listing, there will be a pre-opening session (call auction) for a duration of 60 minutes i.e. from 9:00 a.m. to 10:00 a.m., out of which 45 minutes shall be allowed for order entry, order modification and order cancellation, 10 minutes for order matching and trade confirmation and the remaining 5 minutes shall be the buffer period to facilitate the transition from pre-open session to the normal trading session. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The equity shares of the company would remain in Trade for Trade segment for 10 days from the date of listing of Equity shares on stock exchange.

VII. 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.

VIII. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE from time to time.

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

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

XI. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

XII. The Market Maker shall have the right to terminate said arrangement by giving one-month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a new Market Maker.

XIII. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further, the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

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

XV. **Punitive Action in case of default by Market Maker:** BSE SME will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/ or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

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

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

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

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

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	7
4	Above 100	6

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

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

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

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

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CAPITAL STRUCTURE

The Equity Share Capital of our Company, before the Offer and after giving effect to the Offer, as on the date of filing of this Draft Red Herring Prospectus, is set forth below.

(₹In Lakh except per share amount)

Sr. No.	Particulars		Aggregate Nominal value	Aggregate value at Offer price
A	**AUTHORIZED SHARE CAPITAL** 1,30,00,000 Equity Shares of face value of ₹ 5/- each		650.00	-
B	**ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE OFFER** 80,20,000 Equity Shares of face value of ₹ 5/- each		401.00	-
C	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**			
	Offer of up to 38,00,000 Equity Shares of ₹ 5/- each at a price of ₹ [●]/- per Equity Share aggregating up to ₹[●] Lakhs		[●]	[●]
	Which includes:			
	Fresh Issue of up to 32,10,000 Equity Shares of face value ₹5/- each aggregating up to ₹[●] Lakhs		[●]	[●]
	Offer for Sale of up to 5,90,000 Equity Shares of face value ₹5/- each aggregating up to ₹[●] Lakhs by the Promoter Selling Shareholder [(1)]		[●]	[●]
	Which comprises:			
	Reservation for Market Maker: [●] Equity Shares of ₹ 5/- each at an Offer Price of ₹ [●]/- per Equity Share reserved as Market Maker Portion		[●]	[●]
	Net Offer to Public: [●] Equity Shares of ₹ 5/- each at an Offer Price of ₹ [●]/- per Equity Share to the Public [(4)]		[●]	[●]
	Net Offer to Public consists of			
	Anchor Investors	Not more than [●] Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Anchor Investors.	[●]	[●]
	Net QIB	Not more than [●] Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers.	[●]	[●]
	Allocation to Non- Institutional Investors: At least [●] Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Non-Institutional Investors		[●]	[●]
	Allocation to Individual Investors: At least [●] Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Individual Investors		[●]	[●]
D.	**PAID UP EQUITY CAPITAL AFTER THE ISSUE*** Up to [●] Equity Shares of ₹ 5/- each		[●]	[●]
E.	**SECURITIES PREMIUM ACCOUNT**	Before the Offer	NIL	
		After the Offer	[●]	

** To be included upon finalization of the Offer Price and subject to Basis of Allotment.*

The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on 30.09.2026 and by the shareholders of our Company vide a resolution passed at the Extra-Ordinary General Meeting (EGM) held on 05.10.2026.

1. Promoter Selling Shareholder, have confirmed that the Offered Shares have been held by such Promoter Selling Shareholder for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations and amendments thereto. Further, Promoter Selling Shareholder have confirmed that Offered Shares are compliant with Regulation 230 (1) (f) and 230 (1) (g) of the SEBI ICDR Regulations.

Allocation to all categories shall be made on a proportionate basis subject to valid Applications received. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

CLASS OF SHARES

The company has only one class of shares i.e. Equity Shares of ₹5/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of this Draft Red Herring Prospectus. Our Company does not have any partly paid-up equity shares as on the date of this Draft Red Herring Prospectus. Our Company does not have any outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Changes in the Authorized Equity Share Capital of our Company:

Since Incorporation of our Company, the authorized equity share capital of our Company has changed in the manner set forth below:

Sr. No.	Particulars of Change	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakhs)	Date of Meeting	Whether AGM/ EGM
1.	Incorporated with an authorized share capital of ₹ 1.00 Lakh comprising of 10,000 Equity Shares of face value ₹10/- each.	10,000	1.00	N.A.	N.A.
2.	Increase in authorized equity share capital from ₹ 1.00 Lakh comprising of 10,000 Equity Shares of face value ₹10/- each to ₹ 10.00 Lakhs comprising of 1,00,000 Equity Shares of face value ₹10/- each	1,00,000	10.00	26.09.2018	EGM
3.	Increase in authorized equity share capital from ₹ 10.00 Lakhs comprising of 1,00,000 Equity Shares of face value ₹10/- each to ₹ 650.00 Lakhs comprising of 65,00,000 Equity Shares of face value ₹10/- each	65,00,000	650.00	30.04.2026	EGM
4.	Change in authorized equity share capital from ₹650.00 Lakhs comprising of 65,00,000 Equity Shares of face value ₹10/- each to ₹ 650.00 Lakhs comprising of 1,30,00,000 Equity Shares of face value ₹5/- each	1,30,00,000	650.00	28.07.2026	EGM

2. History of Paid-up Share Capital:

Our existing Paid-up Equity Share Capital has been subscribed and allotted in the manner set forth below:

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Offer price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)
On Incorporation	Subscription to MOA	10,000[(1)]	10	10	Cash	10,000	1.00

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Offer price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)
27.07.2026	Bonus Issue	40,00,000[(2)]	10	N.A.	N.A.	40,10,000	401.00
Pursuant to a resolution passed by our Shareholders at an EGM held on 28.07.2026 the existing equity shares of face value of ₹10/- each were sub-divided into equity shares of face value of ₹5/- each ("Equity Shares"). Accordingly, the issued, subscribed and paid-up equity share capital of our Company, comprising of 40,10,000 equity shares of face value of ₹10/- each was sub-divided into 80,20,000 issued, subscribed and paid-up Equity Shares of face value ₹5/- each.							

Notes to the Capital Structure:

(1) Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of ₹10/- each fully paid up at par:

Sr. No.	Name of Allotees	No. of Shares Subscribed
1.	Geeta P Ari	6,000
2.	Mahadevappa	4,000
	Total	**10,000**

(2) Allotment of 40,00,000 Equity Shares of face value of ₹10/- each fully paid up at par, on Bonus Issue in the ratio of 400:1.

Sr. No.	Name of Allotees	No. of Shares Allotted
1.	Geeta P Ari	23,99,600
2.	Vinod Kumar Beli	15,98,400
3.	Raghavendra P Ari	400
4.	Girish Nakod	400
5.	Puneeth Kumar T R	400
6.	Sunil Kumar K P	400
7.	Anupam Majumdar	400
	Total	**40,00,000**

3. History of Preference Share Capital of our Company

Our Company have not issued any preference share capital till the date of this Draft Red Herring Prospectus.

4. Offer of Equity Shares for consideration other than cash or out of revaluation reserves and through Bonus Issue

Except as mentioned below, our Company has not issued any Equity Shares for consideration other than cash:

Sr. No.	Date of allotment	Number of equity shares	Face Value (₹)	offer Price (₹)	Reasons for allotment	No. of allotees	Benefits accrued to our Company
1.	27.07.2026	40,00,000	10	Not Applicable	Bonus Issue in the ratio of 400:1	7[(1)]	NIL

The aforementioned bonus issue has not been made from any revaluation reserve; it has been issued out of the general reserve.

List of Allotees:

[(1)] Bonus Issue in the ratio of 400 equity shares for every 1 equity share held by the existing shareholders of the Company, aggregating to 40,00,000 Equity Shares of face value of ₹10/- each fully paid up at par, on 27.07.2026 as per the details given below:

Sr. No.	Name of Allotees	No. of Shares Allotted
1.	Geeta P Ari	23,99,600

Sr. No.	Name of Allotees	No. of Shares Allotted
2.	Vinod Kumar Beli	15,98,400
3.	Raghavendra P Ari	400
4.	Girish Nakod	400
5.	Puneeth Kumar T R	400
6.	Sunil Kumar K P	400
7.	Anupam Majumdar	400
	Total	**40,00,000**

5. As on the date of this Draft Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act, 2013.

6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme.

7. Our Company has not revalued its assets since incorporation and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

8. The Offer Price shall be determined by our Company and Promoter Selling Shareholder, in consultation with the Book Running Lead Manager. Except as mentioned below, we have not issued any specified securities at price lower than the Offer Price within last one year from the date of this Draft Red Herring Prospectus except as given below:

Date of allotment	No. of Equity Shares	Face Value (₹)	Offer Price (₹)	Reasons for allotment	Name of Allotees	Promoter/ Promoter Group/ Public
27.07.2026	40,00,000	10	Not Applicable	Bonus Issue in the ratio of 400:1	Geeta P Ari	Promoter
					Vinod Kumar Beli	
					Raghavendra P Ari	Promoter Group
					Girish Nakod	Public
					Puneeth Kumar T R	
					Sunil Kumar K P	
					Anupam Majumdar	

9. Our Shareholding Pattern:

The Shareholding Pattern of our Company before the Offer as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

a. Summary of shareholding pattern as on the date of this Draft Red Herring Prospectus:

Sr. No.	Particular	Yes/ No	Promoters and Promoter Group	Public Shareholder	Non-Promoter/ Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in? *	No	No	No	No
6.	Whether any shares held by promoters are pledge or otherwise encumbered?	No	No	No	No
7.	Whether company has equity shares with differential voting rights?	No	No	No	No
8.	Whether the listed entity has any significant beneficial owner?	No	No	No	No

** All Pre-IPO Equity Shares of our Company shall be subject to lock-in in accordance with the applicable provisions of the SEBI ICDR Regulations, prior to the listing of the Equity Shares on the SME Platform of BSE Limited.*

As on the date of filing of this Draft Red Herring Prospectus 1 Equity Share holds 1 vote.

All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of Equity Shares as on [●]

***Note:** PAN of shareholders will be provided to the Stock Exchange by our Company prior to listing of its Equity Shares on the Stock Exchange. Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of the Company at https://pgcdigital.ai/ before commencement of trading of such Equity Shares. In terms of SEBI Listing Regulations, our Company shall ensure that the Equity Shares held by the Promoters/ members of the Promoter Group shall be dematerialized prior to listing of Equity shares.*

Category	Category of Shareholder	Nos. of shareholder	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 (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 equity shares held in dematerialized form
								No. of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promoter Group	3	80,16,792	-	-	80,16,792	99.96%	80,16,792	99.96%	-	-	-	-	-	-	80,16,792
B	Public	4	3,208	-	-	3,208	0.04%	3,208	0.04%	-	-	-	-	-	-	3,208
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**7**	**80,20,000**	-	-	**80,20,000**	**100.00%**	**80,20,000**	**100.00%**	-	-	-	-	-	-	**80,20,000**

10. 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 Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-Offer paid up Capital
1	Geeta P Ari	48,11,198	59.99%
2	Vinod Kumar Beli	32,04,792	39.96%
Total		**80,15,990**	**99.95%**

Note: *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 Draft Red Herring Prospectus.*

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 this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-Offer paid up Capital
1	Geeta P Ari	48,11,198	59.99%
2	Vinod Kumar Beli	32,04,792	39.96%
Total		**80,15,990**	**80,15,990**

Note: 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 Draft Red Herring Prospectus.

c. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company One year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-offer paid up Capital
1	Geeta P Ari	6,000	60.00%
2	Vinod Kumar Beli	4,000	40.00%
Total		**10,000**	**100.00%**

Note: 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 Draft Red Herring Prospectus.

d. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company Two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-offer paid up Capital
1	Geeta P Ari	6,000	60.00%
2	Vinod Kumar Beli	4,000	40.00%
Total		**10,000**	**100.00%**

Note: 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 Draft Red Herring Prospectus.

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

11. Except for the Allotment of Equity Shares pursuant to this Offer and Pre-IPO Placement if undertaken, there neither have been nor there will be further issue of Equity Shares whether by way of a split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly, for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or through a rights issue or further public issue of Equity Shares, or otherwise, until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be.

12. Build-up of Promoters' shareholding, Promoters' contribution and lock-in

a. Built up of Promoter's shareholdings:

As on the date of this Draft Red Herring Prospectus, our Promoters i.e. Geeta P Ari and Vinod Kumar Beli hold Equity Shares of our Company which is **99.95%** of our pre-Offer paid-up capital. All the shares are fully paid from the date of allotment. None of the Equity shares held by our promoters are subject to any pledge.

Geeta P Ari

Date of Allotment/ Transfer	No. of Equity Shares	Cumulative no. of Equity Shares	Face value per share (₹)	Offer/ Acquisition/ Transfer price per share (₹) *	Nature of consideration	Nature of transaction	Name of Transferor/ Transferee
25.05.2016	6,000	6,000	10	10	Cash	Subscription to MOA	-
22.07.2026	(1)	5,999	10	4900.90#	Cash	Transfer of Shares	Raghavendra P Ari
27.07.2026	23,99,600	24,05,599	10	N.A.	N.A.	Bonus Issue in the ratio of 400:1	-
28.07.2026	24,05,599	48,11,198	5	N.A.	N.A.	Split Shares from face value of ₹ 10/- per share to ₹ 5/- per share	-

#This Transfer was made on book value per share.

Vinod Kumar Beli

Date of Allotment/ Transfer	No. of Equity Shares	Cumulative no. of Equity Shares	Face value per share (₹)	Offer/ Acquisition/ Transfer price per share (₹) *	Nature of consideration	Nature of transaction	Name of Transferor/ Transferee
06.06.2023	4000	4000	10	N.A.	N.A.	Transmission	Mahadevappa
22.07.2026	(1)	3999	10	4900.90#	Cash	Transfer of Shares	Girish Nakod
22.07.2026	(1)	3998	10	4900.90#	Cash	Transfer of Shares	Puneeth Kumar T R
22.07.2026	(1)	3997	10	4900.90#	Cash	Transfer of Shares	Sunil Kumar K P
22.07.2026	(1)	3996	10	4900.90#	Cash	Transfer of Shares	Anupam Majumdar
27.07.2026	15,98,400	16,02,396	10	N.A.	N.A.	Bonus Issue in the ratio of 400:1	-
28.07.2026	16,02,396	32,04,792	5	N.A.	N.A.	Split Shares from face value of ₹ 10/- per share to ₹ 5/- per share	-

#This Transfer was made on book value per share.

b. All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares.

c. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

13. The shareholding pattern of our Promoters and Promoter's Group, Promoter Selling Shareholder and public before and after the Offer:

a. Equity Shareholding of the Promoter

As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group hold 80,16,792 Equity Shares, equivalent to 99.96% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below:

Sr. No.	Name of shareholders	Pre Offer		Post Offer	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
A.	**Promoters**				
1.	Geeta P Ari*	48,11,198	59.99%	**[●]**	**[●]**
2.	Vinod Kumar Beli	32,04,792	39.96%	**[●]**	**[●]**
	Subtotal (A)	80,15,990	99.95%	**[●]**	**[●]**
B.	**Promoter Group**				
3.	Raghavendra P Ari	802	0.01%	**[●]**	**[●]**
	Subtotal (B)	802	0.01%	**[●]**	**[●]**
C.	**Public**				
4.	Girish Nakod	802	0.01%	**[●]**	**[●]**
5.	Puneeth Kumar T R	802	0.01%	**[●]**	**[●]**
6.	Sunil Kumar K P	802	0.01%	**[●]**	**[●]**
7.	Anupam Majumdar	802	0.01%	**[●]**	**[●]**
	Subtotal (C)	3208	0.04%	**[●]**	**[●]**
Total		**80,20,000**	**100.00%**	**[●]**	**[●]**

*In our case, Geeta P Ari is the Promoter Selling Shareholder.

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

14. As on the date of this Draft Red Herring Prospectus, our Company has a total of 7 (Seven) Shareholders.

15. Except all the transactions (including transfer of shares, bonus and split) disclosed above in the chapter, there were no equity shares purchased/sold by the Promoter Group, Directors of our Company, Promoter Selling Shareholders and their relatives in the preceding six months from the date of this Draft Red Herring Prospectus.

16. None of the members of the Promoter Group, Directors of our company, Promoter Selling Shareholder and their relatives have entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person other than in the normal course of the business of the financing entity in the last six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

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

18. Promoter's Contribution and other Lock-In details:

a. Details of Promoters Contribution locked in for three years

Pursuant to Regulation 236 and 238 of SEBI ICDR Regulations, 2018, an aggregate of 20% of the post-Offer capital held by our Promoters shall be considered as Promoters' Contribution ("Promoters Contribution") either by way of equity shares or by way of subscription to the convertible securities and shall be locked-in for a period of three years

from the date of allotment of equity shares issued pursuant to this Offer. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 80,15,990 Equity Shares constituting [●] % of the post-Offer issued, subscribed and paid-up Equity Share capital of our Company, which are eligible for the Promoters' Contribution.

Our Promoters, Geeta P Ari and Vinod Kumar Beli have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting [●] % of the post Offer Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years' date of allotment.

Details of the Equity Shares forming part of Promoters' Contribution and their lock-in details are as follows:

Date of Allotment / Transfer and made fully Paid Up*	No of Equity Shares	No of Equity Shares Locked in	Face Value (in ₹)	Offer / Acquisition Price (in ₹)	Nature of Transaction	% of Pre-Offer Paid-up Capital	% of Post-Offer Paid-up Capital	Lock- in Period
Geeta P Ari								
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	3 Years
Vinod Kumar Beli								
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	3 Years

Note: Details to be included at the prospectus stage.

**All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.*

Eligibility of Share for Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoters' Contribution
237(1)(a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoters contribution does not consist of such Equity Shares, **hence eligible.**
237(1)(a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoters contribution does not consist of such Equity Shares, **hence eligible.**
237(1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoters contribution does not consist of such Equity Shares, **hence eligible.**
237(1)(c)	Specified securities allotted to promoters during the preceding one year at a price less than the Offer price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified	The minimum Promoters contribution does not consist of such Equity Shares, **hence eligible.**

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoters' Contribution
	securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	
237(1)(d)	Specified securities pledged with any creditor	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoters contribution does not consist of such Equity Shares, **hence eligible.**

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "Promoter" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations, 2018 and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations, 2018 i.e. for a period of three years from the date of allotment of Equity Shares in this Offer.

b. Details of Promoters' Contribution Locked-in for One Year and Two Years

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and SEBI (ICDR) (Amendment) Regulations, 2025, in addition to the Minimum Promoters contribution, the entire pre- Offer shareholding of the Promoters, other than the Minimum Promoter's contribution which is locked in for three years, shall be locked in a phased manner from the date of allotment in this Offer as below:

a) Fifty percent of promoters' holding in excess of minimum promoters' contribution constituting [●] equity shares shall be locked in for a period of two years from the date of allotment in the initial public offer; and

b) Remaining fifty percent of promoters' holding in excess of minimum promoters' contribution constituting [●] equity shares shall be locked in for a period of one year from the date of allotment in the initial public offer.

c. Details of pre-Offer Equity Shares held by persons other than the Promoters locked-in for One Year

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution as per regulation 238(a) and 238(b) of the SEBI (ICDR) Regulations, 2018, the entire pre-Offer equity share held by persons other than the promoters constituting 4,010 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Offer.

d. Inscription or recording of non-transferability

In terms of Regulation 241 of the SEBI ICDR Regulations, 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.

e. Pledge of Locked in Equity Shares

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

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

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

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

f. Transferability of Locked in Equity Shares

a) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company, provided that the lock-in on such specified securities shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.

b) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, provided that the lock-in on such specified securities shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.

Other requirements in respect of lock-in

We further confirm that our Promoters' Contribution of [●] (Assuming full subscription) of the post Offer Equity Share capital does not include any contribution from Alternative Investment Fund, foreign venture capital investors, scheduled commercial banks, public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India.

Employee Stock Options

Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme/Stock Appreciation Right 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 /Stock Appreciation Right Scheme from the proposed Offer. As and when, options are granted to our employees under the Employee Stock Option Scheme/ Employee Stock Purchase Scheme /Stock Appreciation Right Scheme, our Company shall comply with the with the Companies act, 2013 & SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

We hereby also confirm that:

19. Neither the Company, nor it's Promoters, Directors, Promoter Selling Shareholder or the Book Running Lead Manager to this Offer have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.

20. All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

21. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLM and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

22. There are no outstanding options or stock appreciation rights or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Red Herring Prospectus.

23. Except for the Allotment of Equity Shares pursuant to this Offer, there is no proposal or intention or negotiations or consideration by our Company to alter our capital structure by way of split or consolidation of the denomination of the shares or Offer of specified securities on a preferential basis or issue of bonus or rights issue or further public offer of specified securities within a period of six months from the Offer Opening Date. However, our Company may further Offer Equity Shares (including Offer of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Offer to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

24. The post- Offer paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.

25. No person connected with the Offer, including, but not limited to, our Company, the Promoter Selling Shareholder, our Promoters, the members of our Promoter Group or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Applicant for making an Application, except for fees or commission for services rendered in relation to the Offer.

26. Except for the Allotment of Equity Shares pursuant to this Offer and Pre-IPO Placement if undertaken, there neither have been nor there will be further Offer of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.

27. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

28. Our Company shall ensure that any transactions in Equity Shares by our Promoter and the Promoter Group during the period between the date of filing this Draft Red Herring Prospectus and the date of closure of the Offer, shall be reported to the Stock Exchanges within 24 hours of the transaction.

29. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Offer.

30. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under *"Basis of Allotment"* in the chapter titled ***"Offer Procedure"*** beginning on page no. 282 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 (1) of SEBI (ICDR) Regulations, as amended from time to time.

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

32. An over-subscription to the extent of 10% of the Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Offer, as a result of which, the post- Offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.

33. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM, Promoter selling shareholder and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

34. Our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus.

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

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

37. None of the Equity Shares held by our Promoter/ Promoter Group are pledged or otherwise encumbered.

38. As per RBI regulations, OCBs are not allowed to participate in this Offer.

39. All Equity Shares held by our Promoters and Promoter Group are in Dematerialised Form. Hence Pre- Offer paid up capital of our Company is 100% Dematerialised.

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

41. There are no safety net arrangements for this Public Offer

42. This Offer is being made through Book Building Method.

43. None of the public Shareholders/Investors of our Company is directly/indirectly related with our Book Running Lead Manager or their associates.

44. The Book Running Lead Manager is not associated with our Company within the meaning of Regulation 21A(1) of the SEBI Merchant Bankers Regulations, 1992, read with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, and the applicable requirements of the SME Exchange.

45. Our Company has not issued any Compulsory Convertible Preference Share as on the date of this Draft Red Herring Prospectus.

46. None of our Promoters and the members of Promoter Group will participate in this Offer.

47. Our Company has not made any public Offer since its incorporation. For the details of transactions by our Company with our Promoter Group, Group Company during the stub period ended 30.06.3026 and for the financial years ended 31.03.2026, 31.03.2025 and 31.03.2024, please refer to paragraph titled Details of Related Parties Transactions in the section titled ***"Financial information"*** on page no. 207 of this Draft Red Herring Prospectus.

48. None of our Directors, Key Managerial Personnel and Promoter Selling Shareholder holds Equity Shares in our Company, except as stated below and in the chapter titled ***"Our Management"*** on page 184 of this Draft Red Herring Prospectus.

Sr. No.	Name of KMP's	Designation	Number of Equity Shares held in the company	% of the total Pre- Offer Paid-up Share Capital
1	Geeta P Ari	Whole Time Director	48,11,198	59.99%
2	Vinod Kumar Beli	Chairman and Managing Director	32,04,792	39.96%
3	Sunil Kumar K P	Chief Financial Officer	802	0.01%
Total			**80,16,792**	**99.96%**

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OBJECTS OF THE OFFER

This Offer includes a Fresh Issue of up to 32,10,000 Equity Shares and Offer for Sale of up to 5,90,000 equity shares by the Promoter Selling Shareholder of our Company at an Offer Price of ₹[●] per Equity Share. Our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchange through enhancement of our Company's brand name and creation of a public market for our Equity Shares in India. Further, it will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Our Company is an Information Technology ("IT") services and consulting organization engaged in providing enterprise technology solutions, technology consulting, and IT-enabled services to clients across India and international markets. We conduct our operations through our principal delivery center located in Bangalore, Karnataka, India, supported by our subsidiaries in the United States of America and Singapore. As of the date of this Draft Red Herring Prospectus, we provide technology consulting and implementation services to enterprises in India and overseas, operating across diverse industry sectors.

Our business primarily comprises assisting organizations in the implementation, integration, modernization, and management of enterprise applications and technology infrastructure. We support our clients throughout various stages of their technology lifecycle, including technology consulting, solution architecture, implementation, migration, integration, customization, application support, managed services, and IT-enabled services. Depending on the nature and scope of an engagement, our services may extend from advisory and implementation to post-deployment support and long-term application management.

OFFER FOR SALE

The object of the Offer for Sale is to allow the Promoter Selling Shareholder to sell up to 5,90,000 Equity Shares of face value of ₹5 each held by them aggregating up to ₹[●] lakhs. Set forth hereunder are the details of the number of Equity Shares offered by the Promoter Selling Shareholder in the Offer:

Sr.no	Name of the Selling Shareholder*	Category	Consent letter	No. Equity Shares of face value of ₹5 each held pre-offer is	Maximum number of Equity Shares of face value of ₹5 each to be offered in the Offer
1	Geeta P Ari	Promoter	25.09.2026	48,11,198	5,90,000
Total				**48,11,198**	**5,90,000**

*The *Promoter Selling Shareholder have confirmed and authorized participation in the Offer for Sale in relation to the shares offered. The Promoter Selling Shareholder confirms that the shares offered is in compliance with the provision of SEBI ICDR, amended as time to time.*

Our Company will not receive any proceeds of the Offer for Sale by the Promoter Selling Shareholder. The Promoter Selling Shareholder will be entitled to the respective proportion of the proceeds of the Offer for Sale after deducting their portion of the Offer related expenses and relevant taxes thereon. Other than the listing fees for the Offer, all cost, fees and expenses in respect of the Offer will be shared amongst our Company and Promoter Selling Shareholder respectively, in proportion to the proceeds received for the Fresh Issue and their respective portion of Offered Shares, as may be applicable, upon the successful completion of the Offer.

FRESH OFFER

Our Company proposes to utilize the funds which are being raised through the Fresh Offer up to ₹[●] lakhs, after deducting the Offer related expenses to the extent payable by our Company with respect to the Fresh offer, towards funding the following objects:

a) Business Development through workforce expansion;
b) Full or part repayment and/or prepayment of certain outstanding secured and unsecured borrowings availed by our Company; and
c) General corporate purposes.

*(*Collectively *referred to as "**Objects**")*

OFFER PROCEEDS & NET PROCEEDS

The proceeds of the Offer, after deducting Issue related expenses, are estimated to be ₹[●] Lakhs (the "Net Issue Proceeds").

The details of the proceeds from the Offer are set out in the following table:

Particulars	Amount *(₹ in lakhs)* *
Gross Proceeds of the Offer (A)	[●]
Less: Public Issue Related Expenses (B)	[●]
Net Proceeds of the Offer (A-B)	[●]

** Subject to finalization of Basis of Allotment.*

UTILIZATION & DEPLOYMENT OF NET PROCEEDS

The Net Proceeds are proposed to be utilized and are currently expected to be deployed in accordance with the schedule set forth below:

(₹ in lakhs)

Particulars	Total Estimated Cost	Amount already deployed.	Estimated Utilisation from Net Proceeds in Fiscal 2027	Estimated Utilisation from Net Proceeds in Fiscal 2028
Business Development through workforce expansion	1,203.54	Nil	103.27	1100.26
Full or part repayment and/or prepayment of certain outstanding secured and unsecured borrowings availed by our Company	450.00	Nil	450.00	Nil
General Corporate Purposes*	[●]	[●]	[●]	[●]
Net Proceeds	[●]	[●]	[●]	[●]

** To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilized for general corporate purposes shall not shall not exceed 15% of the amount raised by our Company through Proceeds from Fresh Issue or ₹10 Crores, whichever is lower.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds, as indicated above, are based on (a) our current business plan and circumstances, management estimates, prevailing market conditions, which are subject to change in the future; and (b) other commercial and technical factors, which are subject to change from time to time. These fund requirements have not been appraised by any bank, financial institution or any other external agency.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, our business and growth strategies, competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the planned deployment at the discretion of our management, subject to compliance with applicable law.

If the Net Proceeds are not utilized (in full or in part) for the Objects of the Offer during the period stated in this section due to any factors such as (i) economic and business conditions; (ii) the timing of completion of the Offer; (iii) market conditions outside the control of our Company; and (iv) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent Financial Years as may be determined by our Company, in accordance with applicable laws. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

In case we require additional capital towards meeting the objects of the Offer, we may explore a range of options

including utilising internal ac0
cruals and availing additional debt from existing and future lenders. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to availability and compliance with applicable laws. Further, in case of shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking additional equity and/or debt arrangements from existing and future lenders or any combination of them. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for (i) general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 15% of the Fresh Issue Proceeds from the Offer or ₹1,000 lakhs, whichever is lower in accordance with the SEBI ICDR Regulations; or (ii) towards any other object where there may be a shortfall, at the discretion of the management of our Company and in compliance with applicable laws.

Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. However, in the event that estimated utilization out of the Net Proceeds in a scheduled Financial Year being not undertaken in its entirety, the remaining Net Proceeds shall be utilized in subsequent Financial Years, as may be decided by our Company, in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds, in accordance with applicable laws.

MEANS OF FINANCE

The fund requirements for all Objects of the Offer are proposed to be entirely funded from the Net Proceeds, Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations 2018 and Clause 9(c)(1) of Part A of Schedule VI of the SEBI ICDR Regulations, 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the offer or through existing identifiable internal accruals. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Offer, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Offer Proceeds As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management. Details of the Objects of the Offer.

DETAILS OF THE OBJECTS

1. Business Development through workforce expansion

The Company intends to deploy ₹1,203.54 lakhs towards manpower hiring and proposes to recruit and onboard 43 new employees to support the design, development, hardening and scaling of its product, a AI-powered Talent Experience Management platform. is an artificial-intelligence-based hiring platform developed by PGC Digital. It is designed to manage the complete recruitment process, from the moment a candidate applies for a job to the point a company is ready to make a hiring decision, within a single, unified system. In simple terms, it replaces the multiple spreadsheets, emails, and manual coordination that most companies currently use to hire people, and brings the entire process online, automated, and traceable in one place. The proposed recruitment will strengthen the Company's product, technology and delivery capabilities across the product lifecycle, including product development, architecture, engineering, artificial intelligence, security, quality assurance, user experience and integrations.

The Company is strengthening its operations and staying with the industry trends by leveraging cross-functional teams to continuously explore emerging technologies and evolving customer needs. The Company has built teams equipped with the requisite skill sets to develop, support and manage both existing and new products. The proposed team will comprise professionals across Leadership, Product & Delivery; Architecture; Engineering Management; Backend Engineering; Web, Front-End & Full Stack; AI/ML & Data Science; Security & Compliance; Quality Engineering; Design & Experience; and Enablement & Integrations. These resources are expected to support the development of the product, enhancing its AI-driven capabilities, improve product quality and user experience, facilitate customer integrations, implementations, and build the organisational capacity required for the continued enhancement of existing products and the commercialisation and future scaling of the product

Function	**Required Resources**	**Expense (in lakhs)**
Leadership, Product & Delivery	3	32.47
Architecture	7	180.78
Engineering Management	5	103.87
Backend Engineering	4	181.37
Web, Front-End & Full Stack	8	108.34
AI / ML / Data Science	8	266.43
Security & Compliance	2	33.17
Quality Engineering	3	43.71
Design & Experience	2	46.66
Enablement & Integrations	1	2.15
Total	**43**	**998.95**
One-time mobilisation and recruitment charge		21.00
Total contract value (excluding GST)		**1019.95**
Add: Goods and Services Tax @ 18%		183.59
Total payable (including GST)		**1203.54**

Notes:

a) The consultancy and service quotation dated 02.09.2026 has been obtained by our Company from Qusonic Technology LLP The agreement shall be valid till 31.01.2027.

b) Quotation received from the Agency mentioned above is valid as on the date of this Draft Red Herring Prospectus. However, we have considered the above quotation for the budgetary estimate purpose. The actual cost of hiring may vary.

c) Above mentioned Agency are not related to the Promoter, Directors, Promoter Group and KMPs in any manner.

d) The above-mentioned amount also include Qusonic's service fee across the full engagement of Rs.39.05 lakhs an effective 4.07% of full-time equivalent (FTE) cost. Charges are payable monthly in arrears against FTEs actually deployed.

e) Company does not intend to claim input tax credit in respect to the workforce expansion object, therefor the same will be funded out of the proceeds of the IPO as disclosed in the Offer Document.

As on 30.06.2026, our team comprises approximately 228 (inclusive of Directors, KMP and excluding Non-Executive-Independent Directors) employees the details of which are as:

Department-wise employee breakup table as on 30.06.2026	
Department	**Number of Employee**
Director	2
KMP	2
Administration	6
Finance and Accounting	4
HR Recruitment	4
Human resource - Onboarding Staff	3
Non-technical Staff(ITES)	152
Sales & marketing Staff	12

Department-wise employee breakup table as on 30.06.2026	
Department	**Number of Employee**
Technical Staff	43
Total Employee Count	**228**

Our historical expenditure pertaining to employees for the year ended as on 30.06.2026, 31.03.2026, 31.03.2025 and 31.03.2024 is provided below:

(₹ in Lakhs)

Particulars	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
Salaries, wages and bonus	348.81	1,194.65	424.73	285.97
Directors' remuneration	10.40	33.08	15.84	14.33
Contribution to provident and other funds	10.04	55.46	9.83	9.84
Gratuity expense (refer Annexure J)	4.21	17.29	6.72	4.27
Compensated absences	-	-	0.35	-
Staff welfare expenses	2.06	56.58	23.23	3.46
Total	**375.52**	**1,357.06**	**480.70**	**317.87**

Rationale:

Leadership, Product & Delivery:

The Company proposes to hire personnel under Leadership, Product & Delivery to provide strategic leadership, product management and programme coordination for the development and implementation of its product. The proposed team will oversee product strategy, feature prioritisation, engineering delivery, programme coordination and translation of recruitment-domain requirements into product functionalities, thereby supporting coordinated and timely development of the product.

Architecture:

The Company proposes to hire personnel under Architecture to establish the technology, AI, cloud, data and security architecture required for the 10xTA product. The proposed team will be responsible for designing a scalable and integrated technology framework, including the platform architecture, AI/ML infrastructure, cloud environment, data layer and security framework, to support the product's development, deployment and future scalability.

Engineering Management:

The Company proposes to hire personnel under Engineering Management to lead and coordinate the engineering teams responsible for developing the product. The proposed team will oversee backend and platform development, AI and data engineering, web and user-experience engineering, resource planning and delivery management, thereby ensuring effective execution and integration of the various technology functions.

Backend Engineering:

The Company proposes to hire personnel under Backend Engineering to strengthen the Company's technical capacity for developing the core backend infrastructure of the product. The proposed team will support development of the ATS platform, CV ingestion and processing, candidate ranking, interview orchestration, APIs, integrations and related backend functionalities required for the operation of the product.

Web, Front-End & Full Stack:

The Company proposes to hire personnel under Web, Front-End & Full Stack to develop and enhance the recruiter, candidate and interview-facing applications of the product. The proposed team will undertake front-end, full-stack and real-time media development, including user interfaces, candidate workflows, integrations and live interview capabilities, to support a seamless and reliable user experience.

AI / ML / Data Science:

The Company proposes to hire personnel under AI / ML / Data Science to develop and implement the AI-enabled capabilities of the product. The proposed team will support Generative AI and LLM applications, candidate screening and ranking, interview and proctoring capabilities, speech and conversational AI, machine learning, model evaluation and AI operations, thereby enabling the integration and deployment of AI-driven functionalities within the product.

Security & Compliance:
The Company proposes to hire personnel under Security & Compliance to establish and maintain the security and compliance framework required for the product. The proposed team will support application security, vulnerability management, information security controls, privacy requirements, risk assessment and compliance processes, thereby strengthening the security and regulatory readiness of the product.

Quality Engineering:
The Company proposes to hire personnel under Quality Engineering to establish and maintain quality assurance and testing capabilities for the product. The proposed team will undertake automated and functional testing, performance and reliability testing, defect management and validation of AI-enabled functionalities across the product, with the objective of supporting reliable and consistent product releases.

Design & Experience:
The Company proposes to hire personnel under Design & Experience to develop and maintain the user experience and design framework of the product. The proposed team will undertake product design, user research, interface development, design-system management and accessibility initiatives across recruiter and candidate-facing applications, supporting an intuitive and consistent user experience.

Enablement & Integrations:
The Company proposes to hire personnel under Enablement & Integrations to support product documentation, enterprise implementation and integration capabilities of the platform. The proposed team will assist with technical documentation, customer onboarding, configuration, data migration, API integrations, developer interfaces and related implementation activities, thereby facilitating adoption and integration of the product by enterprise customers and partners.

2. Full or part repayment and/or prepayment of certain outstanding secured and unsecured borrowings availed by our Company.

Our Company has availed various secured and unsecured financing facilities from banks, including ICICI Bank, Axis Bank and HDFC Bank, as well as from other financial institutions and Non-Banking Financial Companies ("NBFCs"), primarily for meeting its working capital requirements and financing property-related expenses. As at 30.06.2026, our total secured borrowings amounted to Rs 532.56 Lakh and unsecured borrowing amounted to Rs 284.44 Lakhs. For further details, see ***"Statement of Financial Indebtedness"*** on page no. 209 Our Company proposes to utilize an aggregate amount of Rs 450.00 Lakh from the Net Proceeds towards repayment and/ or prepayment, in part or in full, of the outstanding loans and working capital facility availed from various financial institutions respectively. Payment of interest, prepayment penalty or premium, if any, and other related costs may be made by us out of the Net Proceeds. The repayment/ prepayment of certain loans by utilizing the Net Proceeds will help reduce our outstanding indebtedness and reduction in the high finance cost that the company is currently incurring. Further, we believe that it will reduce our debt-servicing costs and improve our debt equity ratio and enable utilization of internal accruals for further investment in our business growth and expansion.

Given the nature of the borrowings and the terms of repayment or pre-payment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule. Further, the amounts outstanding under the borrowings as well as the sanctioned limits are dependent on several factors and may vary with the business cycle of our Company with multiple intermediate repayments and enhancement of sanctioned limits.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed shall be based on various factors, including (i) cost of the borrowing, including applicable interest rates; (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers/ consents for fulfilment of such conditions; (iii) terms and conditions of such consents and waivers; (iv) provisions of any laws, rules and regulations governing such borrowings; and (v) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

We believe that such repayment and/or pre-payment will help reduce our outstanding indebtedness, debt servicing costs assist us in maintaining a favourable debt-to-equity ratio and enable utilization of some additional amount from our internal accruals for further investment in our business growth and expansion. Additionally, we believe that since our debt-equity ratio will improve significantly, it will enable us to raise at competitive rates in the future to fund

potential business development opportunities and plans to grow and expand our business in the future. The Net Proceeds are proposed to be utilised towards the repayment and/or pre-payment, in full or in part, of borrowings availed by our Company, including but not limited to the borrowings set forth in the table below, subject to applicable terms and conditions. The Net Proceeds shall not be utilised, directly or indirectly, for the repayment and/or pre-payment of any loans availed by our Company from the Promoter, Promoter Group or any related party.

Secured Borrowings

(Amount in lakhs)

Sr. No.	Category of borrowing	Name of Lender	Purpose	Sanctioned Amount	O/s Amount as on 30.06 .2026	Period of repayment (in months)	Rate of Interest (%)	Collateral Security
1	Secured	ICICI Bank Limited	Purchase of Property	70.00	64.84	180	9.30%	Mortgage of Residential/Commercial Property
2	Secured	ICICI Bank Limited (OD)	Working Capital loan	475.00	332.09	12	9.50%	Refer Note 1
3	Secured	ICICI Bank Limited	Purchase of Property	147.00	135.63	180	8.70%	Mortgage of Land (or Equitable Mortgage of the financed land)

Note 1.

Facility	Security Details	Description / Property Address	Security Provider	Nature of Charge
Overdraft	Immovable Fixed Assets (Equitable Mortgage)	Property situated at No.7, K No.86/2, Kathriguppe, Bhuvaneshwari Nagar, Bangalore, Karnataka – 560023	Pradeepit Global Consulting Private Limited	Exclusive Charge
Overdraft	Immovable Fixed Assets (Equitable Mortgage)	Property situated at No.28, K No.43, K No.184, Hosapalya, Hongasandra Dakle, Bangalore Rural, Karnataka – 560068	Vinod Kumar Beli	Exclusive Charge

Unsecured Borrowings

(Amount in lakhs)

Sr. No.	Category of borrowing	Name of Lender	Purpose	Sanctioned Amount	O/s Amount as on 30.06. 2026	Period of repayment (in months)	Rate of Interest (%)	Collateral Security
1	Unsecured loan	Axis Bank	Working Capital loan	35.00	14.13	24	15.50%	NA
2	Unsecured loan	Clix Capital Services Private Limited	Working Capital loan	50.20	34.76	36	16.00%	NA
3	Unsecured loan	Duetsche Bank	Working Capital loan	75.00	30.28	36	16.00%	NA
4	Unsecured loan	Godrej Finance Limited	Working Capital loan	40.00	26.58	36	16.00%	NA

5	Unsecured loan	HDFC Bank Limited	Working Capital loan	50.00	2.39	24	15.00%	NA
6	Unsecured loan	Indusind Bank Ltd	Working Capital loan	50.00	2.36	25	15.50%	NA
7	Unsecured loan	The Karur Vysya Bank Ltd	Working Capital loan	50.00	4.72	25	14.00%	NA
8	Unsecured loan	Poonawalla Fincorp Limited	Working Capital loan	50.66	35.65	36	16.00%	NA
9	Unsecured loan	Standard Chartered Bank	Working Capital loan	50.00	33.09	33	15.50%	NA
10	Unsecured loan	YES BANK Limited	Working Capital loan	50.00	33.16	36	15.00%	NA
11	Unsecured loan	IDFC FIRST Bank Limited	Working Capital loan	51.00	23.11	24	15.00%	NA

Note: As certified by our Statutory Auditor, M/s. A G R A AND CO., Chartered Accountants, by way of their certificate dated 03.11.2026.

Our Promoter and Managing Director, Vinod Kumar Beli, has provided his personal guarantee by way of mortgage of his property situated at 298 1st floor 2nd block 3rd cross 3rd main 3rd stage Banasha, Kathriguppe water tank, near easyday supermarket, Banashankari, Bengaluru-560085, Karnataka, India in respect of the facilities from ICICI Bank Limited mentioned above. Repayment of these facilities out of the Net Proceeds will, to the extent of the amount repaid, reduce the exposure under the guarantee and the charge on the said property. To that extent, he may be regarded as having an interest in the Objects of the Offer. Except as stated above, none of our Promoters, Directors, Key Managerial Personnel, or members of the Promoter Group has any interest in the repayment of loans out of the Net Proceeds.

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purpose availed, our Statutory Auditors have confirmed that the loans have been utilised for the purpose for which it was availed pursuant to their certificate dated 03.11.2026.

Our Promoters, Directors and Key Managerial Personnel do not have any interest in the abovementioned repayment/pre-payment of loan.

3. General Corporate Purposes

Our Company intends to deploy the balance Net Proceeds aggregating to ₹[●] lakhs for General Corporate Purposes, subject to compliance with the SEBI ICDR Regulations. In terms of Regulation 230(2) of the SEBI ICDR Regulations, the extent of the Offer Proceeds proposed to be used for general corporate purposes must not exceed 15% of the Fresh Proceeds or ₹1,000 lakhs, whichever is lower. Our Board will have flexibility in applying the balance amount towards meeting capital expenditure, operating expenses, meeting our working capital requirements, brand building and strengthening of marketing activities, funding our growth opportunities, including strategic initiatives, meeting expenses incurred in the ordinary course of business including salaries and wages, administration expenses, insurance related expenses, meeting of exigencies which our Company may face in course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act.

Our management, in response to the competitive and dynamic nature of our industry and business, will have flexibility

in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilisation of funds towards any of the purposes will be determined by the Board or a duly appointed committee, based on the amount actually available under this head and the business requirements of our Company, from time to time. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Financial Year, we will utilize such unutilized amount in the subsequent financial years.

ESTIMATED OFFER RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately Rs. [●] lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

The details of the Offer Expenses are tabulated below:

Particulars*#	Amount (₹ in lakhs)	% of Total Expenses	% of Total Offer Size
Fees payable to the Book Running Lead Manager	[●]	[●]%	[●]%
Fees Payable to Registrar to the Offer	[●]	[●]%	[●]%
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[●]	[●]%	[●]%
Fees Payable to Regulators including Stock Exchange and other regulators like NSDL & CDSL	[●]	[●]%	[●]%
Fees payable to Peer Review Auditor, Legal advisors and other Professionals	[●]	[●]%	[●]%
Fees Payable to Market Maker (for 3 years)	[●]	[●]%	[●]%
Escrow and Sponsor Bank Fees incl. selling commission to be paid	[●]	[●]%	[●]%
Other fees (Fees payable for Underwriting, Fund raising fees, Advisory fees and Miscellaneous Expenses)	[●]	[●]%	[●]%
Total	[●]	[●]%	[●]%

**Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price.*
#The details of the fees and commissions payable to Designated Intermediaries will be updated at the time of filing of Prospectus with RoC.

Notes:

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

*Portion for Individual Applicants **	*NIL*
*Portion for Non-Institutional Applicants **	*NIL*

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

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

Portion for Individual Applicants	*NIL*
Portion for Non-Institutional Applicants	*NIL*

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

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹ 1 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 1 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

3) *The processing fees for applications made by Individual Bidders using the UPI Mechanism would be as follows:*

Sponsor Bank	*Processing fees for applications made by Individual Applicants using the UPI mechanism will be Nil up to* [●] *UPI applications. On and above* [●] *UPI applications, it would be charges* ₹[●] */- plus GST per UPI per valid Bid cum Application Form*. The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

**For each valid application by respective Sponsor Bank*

No uploading/ processing fees shall be payable by our Company to the Members of the Syndicate/ RTAs/ CDPs for applications made by Individual Applicants (more than ₹ 200,000), Non-Institutional Applicants (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism.

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

Portion for Individual Applicants	*NIL*
Portion for Non-Institutional Applicants	*NIL*

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

The processing fees for applications made by Individual Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/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 02, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

Accordingly, Syndicate / sub-Syndicate Member shall not be able to apply the Bid cum Application Form above ₹5 lakhs and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange Application platform. To identify Applications submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid cum Application form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for Individual Applicants and NIB apply up to ₹5 lakhs will not be eligible for brokerage.

The processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/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 such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, read with SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023.

INTERIM USE OF NET PROCEEDS

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

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

BRIDGE FINANCING FACILITIES

As on the date of this Draft Red Herring Prospectus, Company has not entered into any bridge financing arrangements which are subject to being repaid from the Issue Proceeds. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of Issue proceeds.

MONITORING OF UTILIZATION OF FUNDS

As the size of the Fresh Offer will not exceed ₹5,000 lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Proceeds through our Audit Committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Offer. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Offer have been utilized in full. The statement shall be certified by the statutory auditors of our Company. Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulation, 2015 our Company shall 147 furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus. As per Regulation 262(5) of the SEBI ICDR Regulations, our Company shall submit a certificate of the Statutory Auditor for utilization of money raised through this Offer (excluding offer for sale by Selling Shareholders) to BSE SME while filing the quarterly financial results, till the Offer Proceeds are fully utilized.

VARIATION IN OBJECTS

In accordance with Section 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Offer without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot and such variation will be in accordance with applicable laws, including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act, 2013 and applicable rules. The Postal Ballot Notice in respect of such resolution to shareholders shall simultaneously be published in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and the Kannada edition(s) of [●], a widely circulated Kannada daily newspaper, Kannada being the regional language where our Registered Office is situated. Our Promoter or controlling Shareholders will be required to provide an exit opportunity to the dissenting Shareholders who do not agree to the above stated variation of the object, at a price as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group, our Directors, our Key Management Personnel or our Group Companies, if any. Except in the normal course of business and in compliance with applicable law, there are no existing or anticipated transactions in relation to utilisation of Net Proceeds with our Promoter, Promoter Group, our Directors, our Key Management Personnel or our Group Companies, if any.

Further, pursuant to the Offer, the Net Proceeds received by our Company shall only be utilised for objects identified by our Company and for general corporate purposes and none of our Promoter, Promoter Group, Group Companies of our Company, as applicable, shall receive a part of or whole Net Proceeds directly or indirectly.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Promoter Selling Shareholder in consultation with the Book Running *Lead Manager in compliance with the SEBI ICDR Regulations, on the basis of assessment of market demand for the Equity Shares offered through the Prospectus and on the basis of the quantitative and qualitative factors described below. The face value of the Equity Shares is ₹5 and Offer Price is ₹[●] per Equity Shares and is [●] times of the face value.*

*Investors should read the following basis with the sections titled **"Risk Factors",** and chapter titled **"Business Overview", "Restated Financial Statements" and "Management Discussion and Analysis of Financial Condition and Results of Operations"** beginning on page no. 41, 142, 207 and 211 respectively, of this Draft Red Herring Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.*

QUALITATIVE FACTORS

The following qualitative factors and key strengths have been considered by the Company in determining the Basis for Offer Price:

- Diversified Enterprise Technology Service Portfolio
- Geographical Presence and International Client Base.
- Experienced Promoters and Workforce
- Integrated Enterprise Technology Capabilities

For further details regarding some of the qualitative factors, please refer chapter titled ***"Business Overview"*** beginning on page 142 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the price are as follows:

1. Basic and Diluted Earnings / Loss Per Share ("EPS")

Year	Basic & Diluted EPS (in ₹)	Weights
Financial Year ended on 31.03.2026	4.91	3
Financial Year ended on 31.03.2025	4.26	2
Financial Year ended on 31.03.2024	2.35	1
Weighted Average	**4.27**	
Period ended on 30.06.2026*	**1.20**	

Notes:

- *The face value of each Equity Share is ₹5/-.*
- *Basic earnings per share (₹) = Restated Profit After Tax attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding.*
- *Diluted earnings per share (₹) = Restated Profit After Tax attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.*
- *The figures disclosed above are based on the Restated Consolidated Financial Statements of the Company.*
- *The ratio is calculated giving the effect of sub-division of shares executed post the date of latest year reported in the Restated Consolidated Financial Statement. It can be referred further in the chapter titled **"Restated Financial Statement"** and **"Capital Structure"** on page no 207 and 90 of this Draft Red Herring Prospectus.*
- *Weighted average = Aggregate of year-wise, weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year/ Total of weights.*
- *Basic and Diluted EPS has been calculated in accordance with Accounting Standard 20 – "Earnings per Share".*

2. Price Earnings Ratio ("P/E") in relation ratio in relation to Price of ₹ [●] to ₹ [●] per Equity Share

Particulars	Floor Price (P/E) Ratio (in times) *	Cap Price (P/E) Ratio (in times) *
P/E ratio based on Basic and Diluted EPS as at 30.06.2026	**[●]**	**[●]**
P/E ratio based on Weighted Average EPS	**[●]**	**[●]**

**The details shall be provided post the fixing of price band by our Company at the stage of Red Herring Prospectus or the filing of pre-issue and price band advertisement*
Note: Price to Earnings Ratio(P/E) = Issue Price/ Restated Earnings Per Share

3. Industry Price / Earnings (P/E) Ratio

Particulars	Industry P/E
Highest	32.12
Lowest	3.49
Average	17.81

Notes: *The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.*

4. Return on Net worth (RONW)

Period / Year ended	RoNW (%)	Weight
Financial Year ended on 31.03.2026	32.05%	3
Financial Year ended on 31.03.2025	42.21%	2
Financial Year ended on 31.03.2024	40.82%	1
Weighted Average	**36.90%**	
Period ended on 30.06.2026	**7.26%**	

Notes:
- *Return on Net Worth (%) = Restated Profit After Tax attributable to Equity Shareholders/ Net Worth.*
- *The figures disclosed above are based on the Restated Consolidated Financial Statement of the Company.*
- *Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. sum of (RoNW x Weight) for each year/ Total of weights;*
- *Net-worth = Restated Share Capital + Restated Reserve and Surplus.*

5. Net Asset Value Per Share (NAV)

Particulars	NAV (in ₹)
As on 31.03.2026	15.34
As on 31.03.2025	10.10
As on 31.03.2024	5.75
As on 30.06.2026	16.57
NAV per Equity Share after the offer	[**.**]
offer Price	[**.**]

Notes:
- *The ratio is calculated giving the effect of bonus and sub-division of shares executed post the date of latest year reported in the Restated Consolidated Financial Statement. It can be referred further in the chapter titled **"Restated Financial Statements"** and **"Capital Structure"** on page no 207 and 90 of this Draft Red Herring Prospectus.*
- *The figures disclosed above are based on the Restated Consolidated Financial Statement of the Company.*
- *Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.*
- *Net Asset Value per equity share (₹) = Restated Net Worth as at the end of the period/ year divided by number of Equity Shares outstanding at the end of the period/ year.*
- *Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead*

Manager.

6. Comparison of Accounting Ratios with Listed Industry Peers (as of or for the period ended 31.03.2026, as applicable)

The following peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our business:

Name of the Company*	Closing price as on 12.09.2026 (₹)*	Basic EPS (₹)	Diluted EPS (₹)	Face Value (₹)	P/E Ratio (based on diluted EPS)	RoNW (%)	NAV per Share (₹)	Total Income (₹ in lakhs)
Listed Peer Company								
Methodhub Software Ltd	71.57	21.63	20.48	10	3.49	20.80%	81.20	33,456.38
Diensten Tech Ltd	120	-3.35	-3.31	10	-36.25	-13.18%	25.45	16,430.16
Optivalue Tek Consulting Ltd	213.90	6.66	6.66	10	32.12	14.97%	39.28	9,222.53
Issuer Company								
PradeepIT Global Consulting Limited	[●]	4.91	4.91	5	[●]	32.05%	5.75	3,847.99

**Market Price obtained from www.nseindia.com and www.bseindia.com dated 12.10.2026 & Financial information for Diensten Tech Limited for FY24, FY25 and FY26 is sourced from audited financial statements, while for Methodhub Software Limited and Optivalue Tek Consulting Limited, FY25 and FY26 figures are sourced from audited financial statements and FY24 figures from restated financial statements disclosed in their respective Prospectuses*

Notes:

- *P/E ratio has been calculated after considering closing NSE and BSE price of the peer as on 12.10.2026 obtained from NSE and BSE website.*
- *All the financial information for listed industry peers mentioned above is on an audited (consolidated) basis and sourced from the audited financial statements of the relevant companies for financial year 2026, as available on the websites of the Stock Exchanges.*
- *All the financial information for Pradeepit Global Consulting Limited mentioned above is from the Restated Financial Statements for the year ended 31.03.2026.*

7. Key Performance Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the Basis for Offer Price. The key financial and operational metrics set forth below, have been approved and verified by the Audit Committee pursuant to its resolution dated 03.11.2026. Further, the Audit Committee has on 03.11.2026 taken on record that other than the key financial and operational metrics set out below, our Company has not disclosed any other key performance indicators during the three years preceding this Draft Red Herring Prospectus with its investors. The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help it in analysing the growth of various verticals in comparison to our Company's peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Offer Price have been disclosed below.

Additionally, the KPIs have been certified by way of certificate dated 03.11.2026 issued by M/s A G R A and CO, Chartered Accountants, Peer Review Auditors, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The certificate dated 03.11.2026 issued by M/s A G R A and CO, Chartered Accountants, has been included in ***"Material Contracts and Documents for Inspection"*** beginning on page no. 334 of this Draft Red Herring Prospectus.

The KPIs of our Company have been disclosed in the chapters titled ***"Business Overview"*** beginning on page no. 142 of this Draft Red Herring Prospectus. We have described and defined the KPIs, as applicable, in ***"Definitions and***

Abbreviations" beginning on page no. 7 of this Draft Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this chapter on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

KEY PERFORMANCE INDICATORS OF OUR COMPANY

A list of our KPIs for the stub period ended 30.06.2026 and for the financial year ended on 31.03.2026, 31.03.2025 and 31.03.2024 is set out below:

Particulars	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
Revenue from Operations (₹ in lakhs)	952.55	3,840.85	3,425.22	2,376.20
Total income (₹ in lakhs)	956.02	3,847.99	3,436.57	2,391.40
Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) (₹ in lakhs) (a)	189.43	818.38	610.89	355.91
EBITDA Margins (%)(b)	19.89%	21.31%	17.84%	14.98%
Profit after Tax attributable to equity shareholder (PAT) (₹ in lakhs)	96.5	394.18	341.96	188.09
PAT Margins (%)(c)	10.13%	10.26%	9.98%	7.92%
Cash Profit after Tax (₹ in lakhs) (d)	141.02	565.82	426.26	280.75
Current Ratio(e) (In times)	1.62	1.41	1.37	0.94
Net Worth(f)	1,328.80	1,229.94	810.09	460.75
Debt-Equity Ratio(g) (In times)	0.61	0.74	1.10	1.35
Return on Equity (%)(h)	7.54%	38.64%	53.82%	50.59%
Return on Capital Employed (%)(i)	7.21%	30.99%	32.01%	27.26%

As certified by M/s A G R A & Co, Chartered Accountants by way of their certificate dated 03.11.2026.

Notes:

a. *EBITDA has been calculated as a sum of profit before tax, finance costs and depreciation and amortization less other income.*
b. *EBITDA Margins is calculated as EBITDA divided by Revenue from Operations.*
c. *PAT Margins (%) is calculated as Profit After Tax attributable to equity shareholder of Company divided by Revenue from Operations.*
d. *Cash Profit After Tax is calculated as a sum of Profit After Tax attributable to equity shareholder to balance sheet and Depreciation and Amortisation as per Restated Financial Statements.*
e. *Current Ratio is calculated as Total Current Assets divided by Total Current Liabilities.*
f. *Net worth is calculated as Equity Share Capital plus Reserve and Surplus.*
g. *Debt-Equity Ratio is calculated as Total Debt divided by Net-Worth as per Restated Financial Statements. Total Debt is calculated as a sum of Long-Term Borrowings and Short-Term Borrowings (including current maturity of long-term borrowings).*
h. *Return on Equity is calculated as Restated profit after tax attributable to equity shareholder of Company divided by net worth.*
i. *Return on Capital Employed is calculated as Earnings Before Interest and Tax (excluding other income) divided by Capital Employed. Capital employed is calculated as sum of net worth and Long-Term Borrowings and Short-Term Borrowings.*

Explanation for Financial KPI metrics:

KPI	Explanations
Revenue from Operations (in lakhs)	Revenue from operation provides information regarding growth of the business operations over the period.
Total Income	Total Income Revenue from Operation and Other Income such as (Rent, Finance and Interest Charges)

KPI	Explanations
Earnings before Interest, Tax, Depreciation and Amortisation	EBITDA provides information and operational profitability and the financial performance of the business.
EBITDA Margins (%)	EBITDA margin provides the financial benchmarking against peers as well as to compare against the historical performance of the business.
Profit after Tax (PAT) (in lakhs)	PAT provides information regarding the overall profitability of our business.
PAT Margins (%)	PAT margin is an indicator of the overall profitability of the business and provides the financial benchmarking against peer as well as to compare against the historical performance of the business.
Cash Profit after Tax (in lakhs)	Cash Profit after Tax is an indicator which denotes profit generated from the business operations during the period before adjusting the non-cash items.
Current Ratio	Current ratio is an indicator of short-term solvency i.e., company's ability to pay short-term obligations or those due within one year.
Net Worth	Net Worth shows the company's real capital strength by excluding items like deferred expenses and preliminary expenses.
Debt-Equity Ratio	Debt Equity Ratio is an indicator of overall leverage of the company
Return on Equity (%)	RoE provides how efficiently the Company generates profits from average shareholders' funds.
Return on Capital Employed (%)	RoCE provides how efficiently the Company generates earnings from the capital employed in the business.

There were no KPIs pertain to the issuer company have been disclosed to investors at any point of time during the three years preceding to the date of the filing of this Draft Red Herring Prospectus

Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/ or financial performance of our Company

In assessing our business performance, we use certain Key Performance Indicators (KPIs), as outlined above, as supplementary tools to review and evaluate our financial and operational results. These KPIs are not intended to be viewed in isolation or as a replacement for the Restated Consolidated Financial Information. While we use them to assess our performance, it is important to note that some of these KPIs are not defined or presented in accordance with Accounting Standards (AS) and may have limitations as analytical tools.

Additionally, these KPIs may differ from those used by other companies, which could limit their comparability. As such, they should not be seen as a standalone measure or as a substitute for AS compliant metrics in evaluating our performance, liquidity, profitability, or operating results. Despite not being calculated according to applicable accounting standards, our management believes these KPIs offer an additional perspective for investors, helping them assess our ongoing performance and industry trends. When considered alongside AS compliant financial information, they contribute to a more consistent and comparable view of our historical performance.
Investors are recommended to consider the relevant GAAP measures and avoid relying solely on any one financial or operational metric when evaluating our business.

KEY PERFORMANCE INDICATORS OF LISTED PEER COMPANY

Metrics	PradeepIT Global Consulting Ltd				Methodhub Software Ltd			
	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
Revenue from Operations (₹ in lakhs)	952.55	3,840.85	3,425.22	2,376.20	-	33288.60	13511.99	5680.20
Total income (₹ in lakhs)	956.02	3,847.99	3,436.57	2,391.40	-	33456.38	13627.59	5758.90
Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) (₹ in lakhs) (a)	189.43	818.38	610.89	355.91	-	6510.35	1726.31	903.70

Metrics	PradeepIT Global Consulting Ltd				Methodhub Software Ltd			
	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
EBITDA Margins (%)(b)	19.89%	21.31%	17.84%	14.98%	-	19.56%	12.78%	15.91%
Profit after Tax attributable to equity shareholder (PAT) (₹ in lakhs)	96.5	394.18	341.96	188.09	-	3184.43	1150.12	540.80
PAT Margins (%)(c)	10.13%	10.26%	9.98%	7.92%	-	9.57%	8.51%	9.52%
Cash Profit after Tax (₹ in lakhs) (d)	141.02	565.82	426.26	280.75	-	3381.03	1172.99	560.20
Current Ratio(e) (In times)	1.62	1.41	1.37	0.94	-	1.33	1.90	1.68
Net Worth(f)	1,328.80	1,229.94	810.09	460.75	-	15309.12	4271.77	1131.80
Debt-Equity Ratio(g) (In times)	0.61	0.74	1.10	1.35	-	0.74	0.75	2.25
Return on Equity (%)(h)	7.54%	38.64%	53.82%	50.59%	-	20.80%	26.92%	47.78%

Metrics	PradeepIT Global Consulting Ltd				Diensten Tech Ltd			
	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
Revenue from Operations (₹ in lakhs)	952.55	3,840.85	3,425.22	2,376.20	-	16278.91	6486.06	4096.59
Total income (₹ in lakhs)	956.02	3,847.99	3,436.57	2,391.40	-	16430.16	6560.69	4119.94
Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) (₹ in lakhs) (a)	189.43	818.38	610.89	355.91	-	826.17	157.19	-186.18
EBITDA Margins (%)(b)	19.89%	21.31%	17.84%	14.98%	-	5.08%	2.42%	-4.54%
Profit after Tax attributable to equity shareholder (PAT) (₹ in lakhs)	96.5	394.18	341.96	188.09	-	-277.06	-212.08	-278.63
PAT Margins (%)(c)	10.13%	10.26%	9.98%	7.92%	-	-0.02	-0.03	-0.07
Cash Profit after Tax (₹ in lakhs) (d)	141.02	565.82	426.26	280.75	-	44.95	8.02	-211.47
Current Ratio(e) (In times)	1.62	1.41	1.37	0.94	-	1.29	1.83	0.83
Net Worth(f)	1,328.80	1,229.94	810.09	460.75	-	2102.47	1902.12	191.97
Debt-Equity Ratio(g) (In times)	0.61	0.74	1.10	1.35	-	2.95	1.69	14.43
Return on Equity (%)(h)	7.54%	38.64%	53.82%	50.59%	-	-13.18%	-11.15%	-145.14%

Metrics	PradeepIT Global Consulting Ltd				Optivalue Tek Consulting Ltd			
	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
Revenue from Operations (₹ in lakhs)	952.55	3,840.85	3,425.22	2,376.20	-	9,073.88	5,607.85	3,656.04
Total income (₹ in lakhs)	956.02	3,847.99	3,436.57	2,391.40	-	9222.53	5647.37	3672.9

Metrics	PradeepIT Global Consulting Ltd				Optivalue Tek Consulting Ltd			
	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) (₹ in lakhs) (a)	189.43	818.38	610.89	355.91	-	1,788.50	1,632.19	821.28
EBITDA Margins (%)(b)	19.89%	21.31%	17.84%	14.98%	-	19.71%	29.11%	22.46%
Profit after Tax attributable to equity shareholder (PAT) (₹ in lakhs)	96.5	394.18	341.96	188.09	-	1376.25	1213.9	549.16
PAT Margins (%)(c)	10.13%	10.26%	9.98%	7.92%	-	15.17%	21.65%	15.02%
Cash Profit after Tax (₹ in lakhs) (d)	141.02	565.82	426.26	280.75	-	1430.78	1256.47	603.56
Current Ratio(e) (In times)	1.62	1.41	1.37	0.94	-	2.02	2.89	2.50
Net Worth(f)	1,328.80	1,229.94	810.09	460.75	-	9195.63	3186.91	1766.17
Debt-Equity Ratio(g) (In times)	0.61	0.74	1.10	1.35	-	0.09	0.17	0.25
Return on Equity (%)(h)	7.54%	38.64%	53.82%	50.59%	-	9,073.88	5,607.85	3,656.04

Note: *Financial information for Diensten Tech Limited for FY24, FY25 and FY26 is sourced from audited financial statements, while for Methodhub Software Limited and Optivalue Tek Consulting Limited, FY25 and FY26 figures are sourced from audited financial statements and FY24 figures from restated financial statements disclosed in their respective Prospectuses.*

OPERATIONAL KEY PERFORMANCE INDICATORS OF LISTED PEER COMPANY

We do not find readily available operational key performance indicator of the listed peer company. Hence, we have not disclosed the same in this Draft Red Herring Prospectus.

8. WEIGHTED AVERAGE COST OF ACQUISITION

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

The Company has not made any issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance 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)), in a single transaction or multiple transactions combined together over a span of 30 days.

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

The details of secondary sale / acquisition of whether equity shares or convertible securities, where the promoters, members of the promoter group, Promoter selling shareholder, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-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 are disclosed below:

There has been no secondary sale/ acquisition of whether equity shares or convertible securities, where the promoters, members of the promoter group, Promoter selling shareholder, or shareholder(s) having the right to nominate

director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-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.

Price per share based on the last five primary or secondary transactions;

Since there are no such transactions to report under (a) and (b), please find below price per share of the Issuer Company based on last 5 primary or secondary transactions (secondary transactions where promoter/ promoter group entities or shareholder(s) selling shares through offer for sale in IPO or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company, are a party to the transaction), not older than 3 years prior to the date of filing of the Draft Red Herring Prospectus, irrespective of the size of transactions:

Date	No. of shares transacted	Transaction Price (₹)	Details of Transaction
22.07.2026	5	4900.90	Transfer of shares
27.07.2026	40,000	NA	Bonus issue in the ratio 400:1
28.07.2026	80,20,000	NA	Split shares from face value of Rs.10 per shares to Rs.5 per shares

The above-mentioned three transactions are the only transactions during the last three financial years.

c) Weighted average cost of acquisition and Offer Price:

Based on the disclosures in (a) and (b) above, the weighted average cost of acquisition of Equity Shares as compared with the Offer Price is set forth below:

Types of Transactions	Weighted average cost of acquisition (₹ per Equity Share)^	Floor Price*	Cap Price*
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	N.A.	N.A.	N.A.
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities), where promoter/ promoter group entities or Promoter selling shareholder or shareholder(s) having the right to nominate director(s) or Promoter selling shareholder in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent 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.	N.A.	N.A.	N.A.
Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, which are equal to or	[●]	[●] times *	[●] times *

Types of Transactions	Weighted average cost of acquisition (₹ per Equity Share)^	Floor Price*	Cap Price*
more than 5% of the fully diluted paid-up share capital of our Company, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoter/ promoter group entities or shareholder(s) selling through offer for sale in IPO or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.			

NA=Not Applicable

**Details have been left blank since the Offer Price is not available as on date of this Draft Red Herring Prospectus. To be updated at the Prospectus stage.*

^ As certified by M/s A G R A & Co, Chartered Accountants by way of their certificate dated 03.11.2026.

Note:

Justification for Basis of Issue price:

i. The above provides a detailed explanation for the Issue Price/ Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoter, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed in paragraph above, in the last 18 months preceding the date of this Draft Red Herring Prospectus compared to our Group's KPIs and financial ratios for the stub period 30.06.2026 and for the financial years ended on 31.03.2026, 31.03.2025 and 31.03.2024.

[●]
(To be included on finalization of Price)

ii. The above provides an explanation to the Issue Price/ Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoter, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed in paragraph above, in the last 18 months preceding the date of this Draft Red Herring Prospectus in view of external factors, if any

[●]
(To be included on finalization of Price)

The Issue Price of ₹[●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through Book Building process. Investors should read the abovementioned information along with section titled ***"Risk Factors"***, chapter titled ***"Business Overview"*** and ***"Summary of Financial Information"*** beginning on pages no 41 , 142 and 31 respectively of this Draft Red Herring Prospectus, to have a more informed view.

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STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors,
PradeepIT Global Consulting Limited
(Formerly PradeepIT Global Consulting Private Limited)
No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore G.P.O., Bangalore, Bangalore North-560001, Karnataka, India

SUB: - STATEMENT OF SPECIAL TAX BENEFITS (THE "STATEMENT") AVAILABLE TO PRADEEPIT GLOBAL CONSULTING LIMITED (FORMERLY PRADEEPIT GLOBAL CONSULTING PRIVATE LIMITED) (THE "COMPANY"), ITS SHAREHOLDER PREPARED IN ACCORDANCE WITH THE REQUIREMENT IN POINT NO. 9 (L) OF PART A OF SCHEDULE VI TO THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

REF: PROPOSED PUBLIC ISSUE OF EQUITY SHARES OF FACE VALUE ₹ 5 EACH (THE "THE ISSUE" OR "OFFER") OF PRADEEPIT GLOBAL CONSULTING LIMITED (FORMERLY PRADEEPIT GLOBAL CONSULTING PRIVATE LIMITED) (THE "COMPANY")

1. We, **M/s. A G R A AND CO.**, Chartered Accountants, Peer Review Auditor of the Company have been informed that the Company proposes to file the Draft Red Herring Prospectus ("DRHP"), with the Securities and Exchange Board of India ("SEBI"), SME Platform of BSE Limited ("BSE SME"), and the Prospectus with the Registrar of Companies, Bangalore ("RoC"), SEBI and BSE SME in connection with the Offer and/ or in any other documents in connection with the Offer and/ or for submission (Collectively with Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus referred as "Offer Documents") in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and applicable laws.

2. We, hereby confirm that the enclosed **Annexures**, states the possible tax benefits available to the Company, to its shareholders and its subsidiaries (the "Statement") under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, and Income tax Rules, 1962, as amended including amendments made by the Finance Act, 2025 and as applicable for financial year 2025-2026 relevant to assessment year 2026-27 and Income-tax Act, 2025 (the "Act, 2025") as amended by the Finance Act, 2026 applicable with effect from April 1, 2026 for tax year 2026-27 tax laws in respective country (in the case of Subsidiary situated outside India) (hereinafter referred to as "**Direct Tax Laws**"), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 as amended, the rules and regulations, circulars and notifications issued there under, Foreign Trade Policy presently in force in India, (hereinafter referred to as "**Indirect Tax Laws**"), the rules, regulations, circulars and notifications issued thereon, as applicable, available to the Company, its shareholders and its subsidiaries. Several of these benefits are dependent on the Company, its shareholders or its subsidiaries fulfilling the conditions prescribed under the relevant provisions of the Direct Tax Laws and Indirect Tax Laws. Therefore, the ability of the Company, its shareholders and its subsidiaries to derive the special tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company and its subsidiaries faces in the future, the Company, its shareholders or subsidiaries may or may not choose to fulfil.

3. The benefits discussed in the enclosed Annexure cover only the possible special tax benefits available to the Company, its Shareholders and its subsidiaries and do not cover any general tax benefits available to them. Any benefits under the Direct Tax Laws and Indirect Tax Laws other than those specified in the Annexure are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any

benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

4. This statement of possible special tax benefits is required as per Schedule VI (Part A) (9) (L) of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and its subsidiaries and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and its subsidiaries and do not cover any general tax benefits available to them.

5. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

6. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

7. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

8. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and their implementation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.

9. 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, except as per applicable law.

10. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available as on the date of signing this certificate, to the Company, its shareholders and its subsidiaries under Direct Tax Laws and Indirect Tax Laws, as at the date of our certificate.

    We do not express any opinion or provide any assurance as to whether:
    i. the Company or its shareholders or subsidiaries will continue to obtain these benefits as per the Statement in future; or
    ii. the conditions prescribed for availing the benefits as per the Statement have been/ would be met with; and
    iii. the revenue authorities/ courts will concur with the views expressed in the Statement.

11. We hereby give consent to include this statement of special tax benefits in the Offer Documents in connection with the Offer.

12. We also authorize you to deliver a copy of this certificate pursuant to the provisions of the Companies Act, 2013 to SEBI ICDR Regulations, RoC, the BSE SME or any other regulatory authorities in India as required by law. We also consent to the inclusion of this certificate as a part of "Material Contracts and Documents for Inspection" which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date and upload the same with the repository maintained by the relevant authorities in connection with this Offer.

We further consent to include our reports/ certificates/ letters, in full or in parts, in the Offer Documents or such other documents to be issued by the Company in relation to the Offer.

13. This certificate (including annexure) is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the Lead Managers and their affiliates and the legal advisors appointed by the Company and the Lead Managers in relation to the Offer.

14. We hereby consent to the submission of this certificate as may be necessary to SEBI, the RoC, the NSE Emerge and any other regulatory authority and/or for the records to be maintained by the Lead Managers and their affiliates and in accordance with applicable law.

15. We hereby consent to this certificate being disclosed by the Lead Managers, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

16. We undertake to inform the Lead Managers promptly, in writing of any changes, intimated to us by the management of the Company in writing, to the above information until the Equity Shares commence trading on the relevant stock exchanges, pursuant to the Offer. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the stock exchanges, pursuant to the Offer.

17. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

For M/s. A G R A AND CO.
Chartered Accountants
FRN: 030057C
Peer Review Certificate No.: 020072

CA Faizan Ali Khan
Partner
Membership No: 546656
Place: Bengaluru
Date: 03.11.2026
UDIN: 26546656AMGMCX9476

ANNEXURE TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company, the shareholders and its subsidiaries under the Direct Tax Laws and Indirect Tax Laws presently in force in India. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Direct Tax Laws and Indirect Tax Laws. Hence, the ability of the Company and its shareholders to derive the possible special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Direct Tax Laws and Indirect Tax Laws presently in force in India.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax Laws.

C. SPECIAL TAX BENEFITS TO THE SUBSIDIARIES

The Subsidiaries of the Company are not entitled to any special tax benefits under the Direct Tax Laws and Indirect Tax Laws presently in force in India.

Note:

1. The above is as per the current taxation laws in force in India.
2. The above Statement of possible special tax benefits sets out the provisions of Direct Tax Laws and Indirect Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
3. The possible special tax benefits are subject to conditions and eligibility which need to be examined for tax implications.
4. The Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them.

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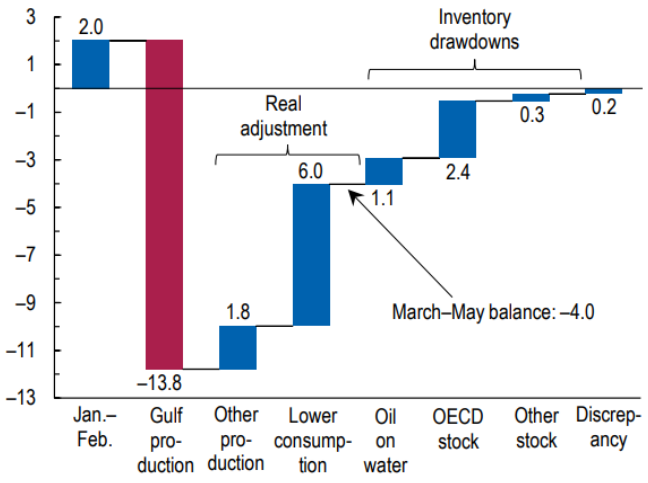
SECTION V – ABOUT THE COMPANY
INDUSTRY OVERVIEW

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. Neither we nor any other person connected with the Offer has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

GLOBAL ECONOMY OUTLOOK:

Global growth is projected to be 3.0 percent in 2026 and 3.4 percent in 2027, down from the average of 3.5 percent observed in 2024–25 and broadly unchanged on a cumulative basis compared with the forecasts in the April 2026 World Economic Outlook (WEO). The modest slowdown reflects the effects of the war in the Middle East being partly offset by accelerated demand-driven momentum in the global technology cycle thanks to advances in artificial intelligence (AI) and its adoption. The impact varies widely based on countries' exposure to the war and position in the technology value chain. Energy exporters outside the conflict zone benefit from favourable terms of trade, whereas economies plugged into the technology-led upturn experience stronger activity even if they are energy importers. In contrast, activity weakens for energy importers with limited participation in the technology value chain, a group that includes many low-income countries. Global headline inflation is expected to increase from 4.1 percent in 2025 to 4.7 percent in 2026 before declining to 3.9 percent in 2027. Slightly revised upward from April, these projections indicate that the disinflation trend in place since the beginning of 2024 has stalled.

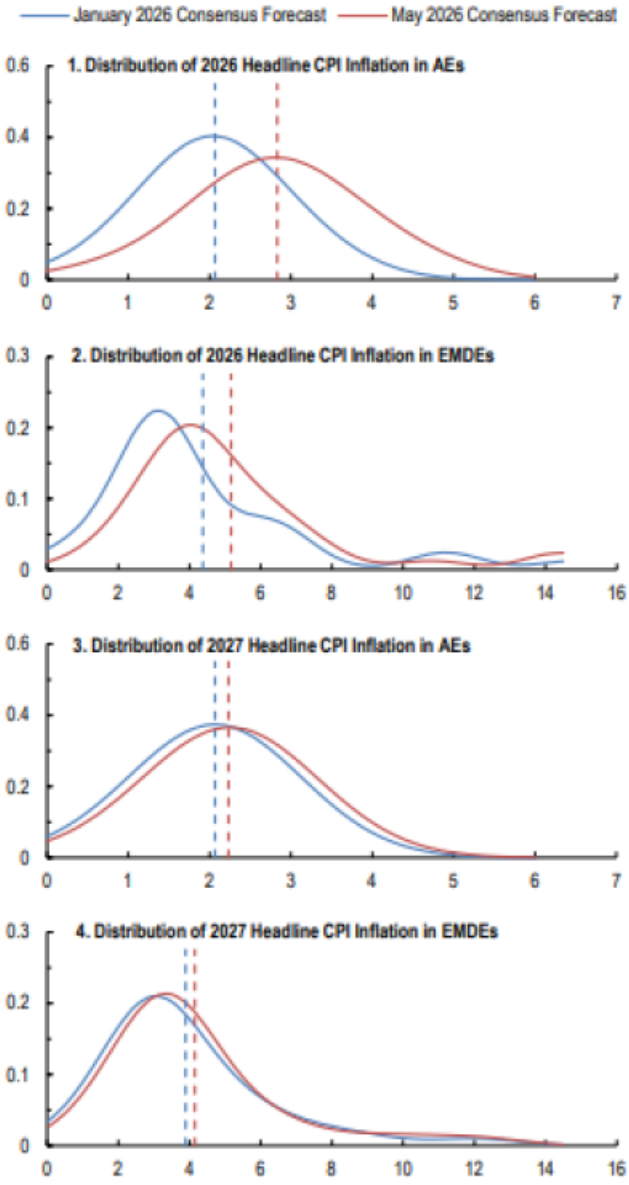
Figure 1. Global Oil Balance Adjusts to War-Induced Shortfall
(Million barrels per day; March–May vs. January–February)



Sources: International Energy Agency, *Oil Market Report*; and IMF staff calculations.
Note: "Discrepancy" captures measurement and estimation errors. The "Jan.-Feb." bar indicates that in those months production was on average 2 million barrels per day above consumption. Seasonal factors are embedded in the estimation of changes. Some data are preliminary and subject to change. OECD = Organisation for Economic Co-operation and Development.

Risks to the outlook are more balanced than in April but still tilted to the downside. The possibility of renewed Middle East conflict looms large and could extend commodity price volatility, further threaten supply chains, raise prices, and weigh on financial conditions. Trade fragmentation could accelerate, possibly hurting output and increasing prices. A possible correction in technology-driven expectations adds to the downside risks, whereas eroded policy buffers can amplify those risks. Upside risks stem from a swifter-than-expected normalization in energy markets, stronger-than-expected technology investment, a revival of durable cooperation that lowers trade barriers, and structural reform that raises medium-term growth. Policy priorities are restoring price stability, supported by clear communication, central bank independence, and strong financial oversight, while rebuilding fiscal buffers and using fiscal tools sparingly through temporary, targeted support that preserves price signals. Structural reforms are needed to promote energy security, AI readiness, domestic rebalancing, and international cooperation should be strengthened to relieve the strain of ongoing tensions. Global economic activity and the outlook are being shaped by two major forces, pushing in opposite directions with asymmetric effects across countries. First is the negative supply shock induced by the war in the Middle East. Second is the ongoing positive technology shock manifesting in accelerated momentum of the global technology cycle, in no small part driven by advances in and deployment of artificial intelligence (AI) tools.

Figure 2. Inflation Expectations Rise, but Mostly in the Short Term
(Density)



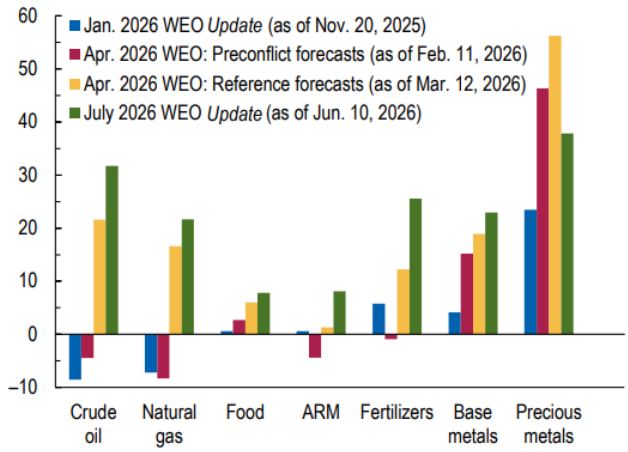
The global economy as a whole has, so far, weathered the shock from the war better than feared. Movements in and repercussions from the main channels of transmission—commodity prices, inflation expectations, and financial conditions—have been relatively limited. However, transmission is still in the early stages—commercial and strategic destocking have provided temporary relief from reduced energy flows, whereas forward-looking indicators such as supplychain pressure and manufacturing purchasing managers' indices point to softer momentum ahead—and some countries are experiencing more strain than others.Commodity prices are still elevated, but ceasefires and a memorandum of understanding between Iran and the United States have cooled prices from their April 2026 peaks, in part by justifying adjustment in inventories to tackle what are perceived to be temporary shortfalls. Energy prices are roughly 25 percent higher than prewar levels. The oil futures curve is in backwardation—higher spot prices than futures—through the end of 2026, in line with supply disruptions and heightened geopolitical risk. Even so, the curve implies an average petroleum spot price index of $78 per barrel for 2026, compared with the $82 per barrel assumed under the reference forecast in the April 2026 World Economic Outlook (WEO) and $100 per barrel assumed under the April adverse scenario. The relatively muted increase in global oil prices reflects the fact that part of the decrease in oil flows through the Strait of Hormuz has been compensated for by a drawdown of inventories, containing the need for oil consumption and production to adjust through prices (Figure 1). That said, the global picture blurs glaring differences across countries: Even though oil markets are globally connected and generally track price benchmarks such as Brent, Dubai, and West Texas Intermediate, countries routinely pay different prices for their imports, reflecting oil type, geographic distance from the source, ability to secure long-term government-to-government deals, and sanctions, and pass-through to retail gasoline prices varies depending on taxes, subsidies, and market regulation. As a result of this plethora of factors, since the onset of the war, retail gasoline prices have risen by 30 percent in emerging Asia and by only 15 percent in Latin America. The market for natural gas tends to be less globally connected, reflected by liquefied natural gas prices climbing by about 50 percent in Asia and 25 percent in Europe since the war started, whereas US Henry Hub prices have increased by only about 10 percent.

Inflation and inflation expectations have risen, but there is little evidence of de-anchoring thus far. Driven by surging energy prices, global headline inflation rose for a third month in a row year over year in May, breaking the downward trend that has been in place since the beginning of 2024. Sequential headline inflation jumped by almost 4 percentage points between February and April (at a seasonally adjusted annualized rate), even as core inflation has remained relatively stable to date in most countries. The discrepancy between headline and core inflation has been wider in countries that had more slack and narrower in countries that put in place measures to cap fuel prices. Elevated energy prices and higher headline inflation readings have stoked inflation expectations for 2026 across countries, whereas expectations for 2027 have moved much less (Figure 2). The variation across countries is considerable, however, and in some cases household expectations have reacted more.

Global financial conditions have eased since their peaks in early April and continue to be accommodative by historical standards (Box 1). The easing trend has been accompanied by bouts of volatility, and markets are pricing in higher nominal policy rates in response to the reappearance of inflationary pressures. This along with other factors, has raised long-term sovereign yields, again with variation across countries.

On the back of these developments, global growth in the first quarter of 2026 turned out to be stronger than expected, slowing from 3.8 percent in the fourth quarter of 2025 to 3.0 percent on a quarter-over-quarter annualized basis, instead of the 2.7 percent forecast in the April 2026 WEO. Part of this can be explained by the steady increase in the share of renewable energy in global energy production and the fact that many economies are less energy intensive than they were even just a few years ago (see Chapter 3 of October 2025 WEO), making them more resilient than expected to higher energy prices. Fiscal support and robust domestic demand in some countries are a contributing factor as well. That said, much of the positive surprise was concentrated in a few economies that are well integrated into the global technology value chain, even though some of these economies also had exposure to commodity market disruptions originating from the war: For instance, the top four net exporters of AI-related hardware (Taiwan Province of China, Korea, Thailand, and Malaysia) had an average seasonally adjusted annualized surprise of 4.4 percentage points, whereas the surprise for the world's remaining countries was –0.3 percentage point. Korea, despite its heavy reliance on imported energy from the Middle East, surprised with a 7.5 percent growth rate, more than four times the 1.8 percent projected in April, powered primarily by a semiconductor and AI-hardware export boom. China's economy expanded faster than expected at 8.1 percent (based on the IMF staff's seasonally adjusted estimates), with the expansion driven by front-loaded public infrastructure investment and a surge in high-tech manufacturing and in exports, even as domestic consumption remained soft. Japan's economy grew by 1.8 percent, also beating expectations, with a strong contribution from net trade and exports and a pickup in private consumption. In Germany, GDP expanded by 1.4 percent, twice the April 2026 WEO projection of 0.7 percent, driven by net exports. In the United States, GDP increased at an annualized rate of 2.1 percent in the first quarter of 2026, slower than the 2.5 percent projected in April, but still a solid pace. Business investment in equipment and intellectual property products acted as a strong growth engine against a surge in imports and a softening in consumer spending and added to a rebound in government spending relative to the previous quarter, following the end of the federal government shutdown.

Figure 3. Commodity Price Assumptions Are Revised Up
(Percent)



Source: IMF staff calculations.
Note: Bars show 2026 growth rates over previous years for different commodities at different points in time. ARM = agricultural raw materials; WEO = *World Economic Outlook*.

IMF staff projections assume that the reopening of the Strait of Hormuz begins in mid-July, with conditions broadly returning to the prewar state of affairs by March 2027. Severe shortages would generally be avoided through further drawdown of inventories, but shortages are assumed to arise in some emerging market and developing economies that do not have stocks available and face strong competition from wealthier counterparts for available cargoes. Commodity price projections are based on market pricing as of June 10, which is consistent with the assumption on the timeline regarding the war.

Energy prices are projected to remain higher than they were before the war: The average petroleum spot price index is projected at $89 per barrel, 9 percent higher than assumed under the reference forecast in the April 2026 WEO, and natural gas prices (based on Dutch Title Transfer Facility futures) at $15, 5 percent higher than the April reference forecast price. This corresponds to an increase of 32 percent in crude oil prices and 22 percent in natural gas prices in 2026, relative to 2025 (Figure 3). Fertilizer prices are projected to rise by 26 percent. Reflecting higher energy and fertilizer costs and more expensive transport, food prices are expected to increase by 8 percent. The prices paid for commodities in various countries may deviate from global benchmarks.

Monetary policy is expected to be less supportive, given visible inflationary pressures combined with a relatively muted slowdown in activity. Policy rates in the euro area and the United States are assumed to be held largely steady in ex-ante real terms, whereas the policy rate in Japan is expected to gradually move toward a neutral setting. Fiscal

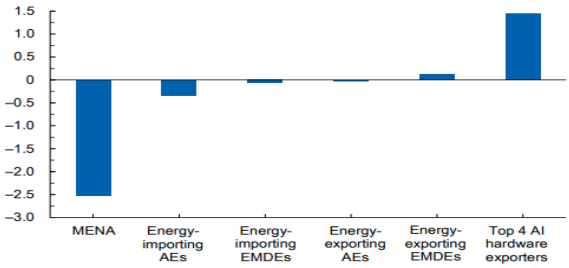
policy in advanced economies is expected to be broadly neutral in 2026 before tightening later. In emerging market and developing economies, fiscal policy is expected to tighten gradually. Current trade policies are assumed to be maintained through the forecast horizon, including measures presented as temporary. Both the effective US tariff rate underlying the forecast and the effective tariff rate imposed by the rest of the world on US imports are broadly the same as in the April 2026 WEO.

Policy and geopolitical uncertainty are assumed to remain elevated through 2027. The AIdriven global technology cycle is assumed to moderate, and there is no exogenous boost to productivity growth.

Based on these assumptions, global growth is projected to slow to 3.0 percent in 2026 before recovering to 3.4 percent in 2027 (Table 1 and Annex Table 1). The broadly unchanged cumulative overall picture compared with the April 2026 WEO conceals substantial crosscountry variation, with upgrades for some energy exporters and economies that are closely integrated into the global technology value chain—even for those dependent on the Strait of Hormuz for their energy needs—and downgrades for commodity importers that are not well positioned to benefit from AI-driven activity (Figure 4). World trade volume growth is projected to slow sharply from 5.0 percent in 2025 to 3.5 percent in 2026 before recovering to 4.3 percent in 2027. These dynamics reflect earlier front-loading and the drag from tariffs as well as the gradual adjustment of trade linkages and production chains through, among other things, trade diversion and rerouting and the brisk growth of technology-related trade flows.

Growth in advanced economies is projected at 1.7 percent in 2026 and 1.8 percent in 2027. Outcomes remain uneven within the group: Net energy exporters are partly cushioned by favorable terms-of-trade effects, whereas net energy importers experience a more pronounced drag from higher energy prices unless they are lifted by technology-related activity. In the United States, growth is projected at 2.3 percent in 2026 and 2.2 percent in 2027, virtually unchanged from April. Activity is supported by fiscal policy, accommodative financial conditions, and continued technology-related business investment and productivity strength, with only limited impact from the war given the country's net energy exporter status. In the euro area, growth is projected at 0.9 percent in 2026 and 1.2 percent in 2027. The forecast for 2026 is 0.2 percentage point lower than in the April WEO, reflecting a sizable negative carryover from the first quarter, which is driven largely by Ireland but also indicative of soft momentum elsewhere, as well as the drag from higher energy prices—notwithstanding some fiscal cushioning measures—and weak consumer confidence. In the United Kingdom, growth is projected to fall to 1.0 percent in 2026 before recovering to 1.3 percent in 2027 as the energy shock fades. Growth in Japan is projected to slow to 0.6 percent in 2026, with fiscal support measures partly cushioning the impact from higher energy prices, and recover slightly to 0.7 percent in 2027 as the energy shock dissipates. In Korea, growth is expected to rise to 2.6 percent in 2026 and 2.5 percent in 2027, buoyed by strong external demand for semiconductors, which dominates the negative impact of the war. In Canada, growth is expected to ease to 1.1 percent in 2026 and rise to 1.7 percent in 2027, as slower population growth, weak investment, and trade uncertainty are only partly offset by terms-of-trade gains and still-resilient consumption. Stronger 2027 growth depends on effective policy implementation and a firmer private investment response.

Figure 4. Growth Revisions Vary by Exposures to the War and Technology Cycle
(Percentage points; revision to cumulative 2026–27 growth forecast, July 2026 WEO Update minus January 2026 WEO Update)



Sources: Trade Data Monitor; and IMF staff calculations.
Note: The bars denote purchasing-power-parity-weighted group means of each country's cumulative-growth revision. Bahrain, Iran, Iraq, Kuwait, Qatar, Saudi Arabia, and the United Arab Emirates are included in "MENA" (Middle East and North Africa) but excluded from "Energy-exporting EMDEs." Energy exporters and importers are classified using 2024 oil, natural gas, and coal trade data. Top 4 AI hardware exporters are Korea, Malaysia, Taiwan Province of China, and Thailand. AI hardware exports include those classified under Harmonized System codes 847150, 847170, 847180, 847330, 848610, 848620, 848630, 848640, 848690, 854231, and 854232. AEs = advanced economies; AI = artificial intelligence; EMDEs = emerging market and developing economies; WEO = *World Economic Outlook*.

In the Middle East and Central Asia, growth is projected to drop sharply to 0.7 percent in 2026 before rebounding to 6.5 percent in 2027. This is a downward revision of 1.2 percentage point for 2026 and an upward revision of 1.9 percentage points for 2027, consistent with a longer closure of the Strait of Hormuz compared with the assumptions in the April WEO and a corresponding larger rebound. Iraq, Kuwait, and Qatar—commodity producers most affected by disruptions to energy output and transport—are projected to experience sharp contractions of their economies in 2026, followed by double-digit expansions in 2027. Saudi Arabia is somewhat less affected, as an economy with more diversified export routes, with growth forecasts of 1.7 percent in 2026 and 5.5 percent in 2027. Growth in Iran in 2026 is revised upward by 0.7 percentage point, relative to April, to –5.4 percent, reflecting a better outturn for oil exports in March and April and some relaxation of the restrictions on the country's exports, and downward by 0.3 percentage point for 2027 because of the less pronounced contraction in the previous year. Commodity importers in the Middle East and North Africa are expected

to remain relatively resilient to the negative terms-of-trade shock from higher energy and food prices, while countries in the Caucasus and Central Asia continue to experience favorable growth tailwinds. Growth in sub-Saharan Africa is expected to remain broadly stable at 4.3 percent in 2026, though this masks substantial divergence across countries, reflecting differences in policy space, reform implementation, and exposure to external shocks.

Oil-importing, non-resource-intensive economies are more adversely affected by higher energy and food prices, whereas some larger economies continue to benefit from earlier stabilization and reform efforts, even though they are largely absent from the AI-driven global technology upswing and face headwinds from the decline in official development assistance. Nigeria is supported by improved macroeconomic stability and favourable terms-of-trade effects, though higher prices for essentials are expected to further aggravate poverty and food insecurity. South Africa's growth outlook is expected to remain stable in the near term and continue to improve on the back of strengthened policy frameworks and ongoing structural reforms. Growth in the rest of the region is expected to slow markedly from 5.6 percent in 2025 to 5.2 percent in 2026 and 2027. In Latin America and the Caribbean, growth is projected to be stable at 2.4 percent in 2026 and to pick up modestly to 2.7 percent in 2027, with heterogeneous dynamics across countries. Growth in Brazil is expected to remain resilient in 2026 but to slow somewhat next year. In Mexico, growth is projected to accelerate modestly amid less restrictive domestic policies, but uncertainty will continue to constrain activity. In emerging and developing Europe, growth is expected to remain restrained at about 2.0 percent. Stronger export revenues, in part because of higher commodity prices, provide partial relief to the economy in Russia, maintaining a growth rate of 1.1 percent. The outlook for energy intensive economies and those that depend on fossil fuel imports is challenging, although the headwinds from higher energy prices are partly offset by tailwinds from increased defense spending. Global inflation is expected to pause its steady decline. Headline inflation is projected to rise from 4.1 percent in 2025 to 4.7 percent in 2026 before easing to 3.9 percent in 2027, with the increase for 2026 driven mainly by higher energy and food prices. The forecast for 2026 is revised upward by 0.3 percentage point from the April 2026 WEO, whereas that for 2027 is revised upward by 0.2 percentage point. Inflation dynamics are expected to remain uneven across countries, reflecting differences in exchange rate pass-through, the persistence of services price inflation, labour market conditions, and the growing importance of country-specific factors. Core inflation is expected to return to target only gradually in several major economies: by mid- 2027 in the United Kingdom, by the end of 2027 in Japan and the United States, and only in 2028 in the euro area. Inflation in China is expected to rise from low levels.

Source: https://www.imf.org/en/publications/weo/issues/2026/07/08/world-economic-outlook-update-july-2026

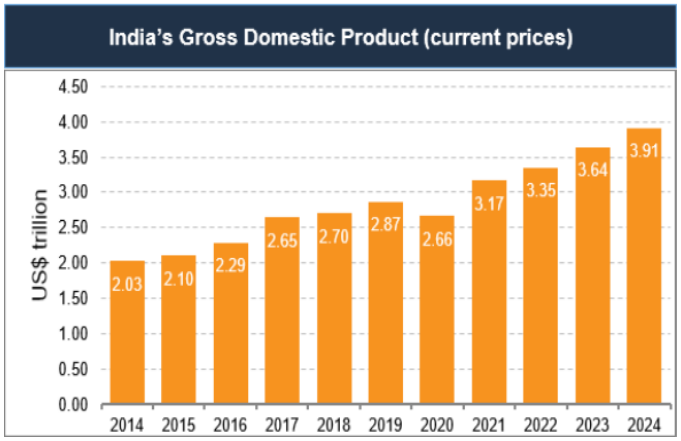
INDIAN ECONOMY OUTLOOK:

Introduction:

India's economic momentum remains strong, underpinned by resilient domestic demand and sustained macroeconomic stability. In FY 2025–26, Real GDP (GDP at Constant Prices) is estimated to reach Rs. 3,22,58,000 crores, rising from Rs. 2,99,89,000 crores in FY 2024–25, reflecting a robust growth of 7.6%. At current prices, Nominal GDP is projected to reach Rs. 3,45,47,000 crores (US$ 3.91 trillion) in FY 2025–26, from Rs. 3,18,07,000 crores (US$ 3.60 trillion) in the previous year, registering a growth of 8.6%. On the production side, Real Gross Value Added (GVA) is estimated at Rs. 2,94,40,000 crores, up from Rs. 2,73,36,000 crores in FY 2024–25, indicating a growth of 7.7%, while Nominal GVA is expected to expand to Rs. 3,13,61,000 crores (US$ 3.55 trillion) from Rs. 2,88,54,000 crores (US$ 3.26 trillion), marking a growth of 8.7%. In Q3 FY26, Real GDP is estimated at Rs. 84,54,000 crores against Rs. 78,41,000 crores in Q3 FY25, while Nominal GDP rose to Rs. 90,91,000 crores from Rs. 83,46,000 crores, showing continued quarterly momentum. Collectively, these trends highlight India's position as one of the fastest-growing major economies, supported by broad-based expansion across sectors.

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MARKET OVERVIEW



India is home to 126 unicorns, with six new startups achieving unicorn status in 2025.

India's current account deficit widened in Q3 FY 2025–26 (October–December), primarily due to a higher merchandise trade deficit.

The deficit stood at Rs. 1.18 lakh crore (US$ 13.2 billion), compared with Rs. 0.95 lakh crore (US$ 11.3 billion) in the same quarter last year.

The merchandise trade deficit increased to Rs. 8.34 lakh crore

(US$ 93.6 billion) from Rs. 6.70 lakh crore (US$ 79.3 billion) in Q3 FY25, while the services surplus improved to Rs. 5.12 lakh crore (US$ 57.5 billion) from Rs. 4.32 lakh crore (US$ 51.2 billion) during the same period.

RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With India's economy showing resilient growth, supported by strong domestic demand, policy reforms, and a healthy investment pipeline, several new projects and developments are underway across key sectors. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- On the FDI front, according to the Department for Promotion of Industry and Internal Trade (DPIIT), India's cumulative FDI inflow stood at US$ 1.14 trillion between April 2000-December 2025; with major share of FDI equity inflow, coming from Singapore at Rs. 13,72,320 crores (US$ 192.53 billion) with a total share of 25%, followed by Mauritius at Rs. 11,34,884 crores (US$ 185.02 billion) with 24%, the USA at Rs. 5,60,990 crores (US$ 78.45 billion) with 10%, the Netherlands at Rs. 3,82,995 crores (US$ 55.60 billion) with 7%, and Japan at Rs. 3,11,507 crores (US$ 47.59 billion) with 6%.

- As of March 27, 2026, India's foreign exchange reserves stood at Rs. 65,20,745 crores (US$ 688.05 billion).

- In Q1 CY2026 (January–March), India recorded 316 Private Equity (PE)–Venture Capital (VC) deals valued at Rs. 82,660 crores (US$ 9.1 billion), reflecting continued investor participation despite global geopolitical uncertainties and temporary supply chain disruptions linked to the ongoing West Asia conflict. In Q1 CY2025, PE-VC investments stood at Rs. 1,01,320 crores (US$ 11.7 billion), highlighting the strong base of investment activity in the previous year. In March 2026 alone, investments were valued at Rs. 35,310 crores (US$ 3.8 billion), compared with Rs. 40,660 crores (US$ 4.7 billion) in March 2025.

- During FY 2025–26, Foreign Portfolio Investor (FPI) activity in India reflected portfolio rebalancing and selective capital allocation across asset classes amid evolving global market conditions. While investors adopted a calibrated approach towards equity markets, debt instruments continued to attract strong inflows of Rs. 25,807 crores (US$ 2.92 billion), supported by stable macroeconomic fundamentals, policy continuity and India's improving bond market attractiveness. FPIs also channelled Rs. 2,699 crores (US$ 0.31 billion) into mutual fund schemes, indicating sustained preference for diversified and professionally managed market exposure. Alternative Investment Funds (AIFs) also recorded inflows, while cumulative FPI investments in India stood at Rs. 14,84,403 crores (US$ 168.00 billion) by the end of FY 2025–26, underlining long-term foreign investor confidence in India's growth story. Domestic Institutional Investors (DIIs) continued to play a stabilising role in the equity cash market during FY 2025–26 (April–December 2025), recording net purchases of around Rs. 5.99 lakh crore (US$ 66.55 billion), with strong participation from mutual funds, insurance companies and pension funds supporting market resilience.

- India’s manufacturing sector remained in expansionary territory in March 2026, with the seasonally adjusted HSBC India Manufacturing Purchasing Managers’ Index (PMI) at 53.9, following a strong 56.9 in February 2026. The index continued to stay above the neutral 50-mark, reflecting sustained growth in overall business conditions and healthy momentum across the manufacturing sector. New orders and output continued to rise, supported by steady domestic demand and inventory building, while firms also increased employment and input purchases to strengthen contingency stocks.

- India’s consumer price inflation remained well-anchored in March 2026, reflecting a stable price environment across the economy. Headline inflation, based on the All-India Consumer Price Index (CPI), stood at 3.40% year-on-year, compared with 3.21% in February 2026, indicating manageable price pressures across both rural and urban regions. Rural inflation was recorded at 3.63%, while urban inflation stood at 3.11% during the month.

- India’s GST collections continued to demonstrate strong revenue resilience, supported by steady economic activity and improved compliance levels. Total Net GST revenue in March 2026 stood at Rs. 1.78 lakh crore (US$ 20.14 billion), registering a year-on-year growth of 8.2% compared with Rs. 1.64 lakh crore (US$ 18.49 billion) in March 2025. On a cumulative basis, yearly net GST collections reached Rs. 19.35 lakh crore (US$ 219.03 billion) in FY 2025–26, reflecting a year-on-year growth of 7.1% over Rs. 18.07 lakh crore (US$ 204.46 billion) in FY 2024–25.

- India’s aviation sector continued to witness steady growth in passenger traffic during FY 2025–26 (April–March). Total passengers handled stood at 420.09 million, compared with 412.09 million in FY 2024–25, registering a growth of 1.9%.

- The government is focusing on renewable energy sources and has achieved a major clean energy milestone by generating 50% of its power from renewable sources, five years ahead of its 2030 target. India is committed to achieving its Net Zero Emissions ambition by 2070 through a five-pronged strategy, ‘Panchamrit’. Moreover, India ranked 3rd in the renewable energy country attractiveness index.

- India secured 38th position out of 139 economies in the Global Innovation Index 2025. India rose from 81st position in 2015 to 38th position in 2024. India ranks in 3rd position in the global number of scientific publications.

- India’s industrial activity continued to witness steady expansion in March 2026, with the Index of Industrial Production (IIP) growing by 4.1% year-on-year, supported by sustained momentum across key sectors. The manufacturing sector recorded a 4.3% increase, while mining expanded by 5.5%, reflecting strength in core industrial segments. Electricity generation also remained positive at 0.8%, contributing to overall industrial performance. The IIP index rose to 173.2 in March 2026, up from 166.3 in March 2025, indicating continued expansion in India’s industrial base. Within manufacturing, 14 out of 23 industry groups recorded growth, with key contributors including basic metals, motor vehicles and machinery & equipment, highlighting broad-based industrial activity.

- The government has set a calibrated wheat procurement target of 343.35 lakh metric tonnes (LMT) for the 2026–27 rabi marketing season, ensuring efficient stock management and smooth market operations. As per the latest data, total wheat procurement has reached 31.87 lakh metric tonnes (LMT) as of end-April 2026, reflecting the ongoing progress of procurement across key producing states.

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in

India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- On March 17, 2026, the Union Cabinet approved the 'Mission for Aatmanirbharta in Pulses' with an outlay of Rs. 11,440 crores (US$ ~1.27 billion) to achieve self-sufficiency in pulses by 2030–31.

- On February 28, 2026, Prime Minister Narendra Modi inaugurated Micron Technology's Semiconductor Assembly, Test and Packaging (ATMP) facility in Sanand, Gujarat, marking the commencement of commercial production.

- On February 20, 2026, the Government of Gujarat signed an MoU with Larsen & Toubro VYOMA to develop a 250 MW green AI-ready data centre campus at Dholera SIR with an investment of Rs. 25,000 crores (US$ ~3 billion).

- On January 2, 2026, the Government launched two key interventions under the Export Promotion Mission to strengthen MSME exports, including a 2.75% interest subvention on pre- and post-shipment credit and collateral guarantee support of up to 85% through CGTMSE.

- Under the Startup India initiative, the Government continues to strengthen the start-up ecosystem through targeted funding, seed support, and credit guarantees. As of October 2025, women-led start-ups received investments and financial support of over Rs. 3,157 crores (US$ 0.38 billion) through the Fund of Funds for Startups, Startup India Seed Fund Scheme, and Credit Guarantee Scheme, reinforcing inclusive entrepreneurship and early-stage innovation across sectors.

- The Ministry of Labour & Employment signed an MoU with Zomato on October 14, 2025, to enhance employment opportunities through the National Career Service (NCS) portal. Under the agreement, Zomato will list around 2.5 lakh job opportunities annually, supporting the growth of the gig economy and promoting formal, technology-enabled livelihoods across India.

- The Production Linked Incentive (PLI) programme has continued to strengthen India's manufacturing base and enhance domestic value addition across priority sectors. As of December 2025, realised investments under PLI schemes reached Rs. 2,16,000 crores (US$ 24.44 billion), leading to incremental production and sales of Rs. 20,41,000 crores (US$ 230.93 billion) and generating over 14.39 lakh jobs (direct and indirect).

- In August 2025, Prime Minister Narendra Modi launched two major agriculture schemes worth Rs. 35,440 crores (US$ 4 billion), the PM Dhan-Dhaanya Krishi Yojana and the Mission for Aatmanirbharta in Pulses, aimed at boosting self-reliance, productivity, and farmers' income. He also inaugurated and laid foundation stones for projects worth over Rs. 6,200 crores (US$ 709 million) across agriculture, animal husbandry, fisheries, and food processing sectors.

- On July 5, 2025, the Union Cabinet approved the Rs. 1,00,000 crores (US$ 11.72 billion) Research, Development and Innovation (RDI) Scheme, launching long-term, low- or zero-interest funding via a special purpose fund under the ANRF to jump-start India's R&D ecosystem and support deep-tech and startup innovation.

- In March 2025, the Government announced several measures to boost industrial growth and investments, including initiatives such as Make in India, Start-up India, PM GatiShakti, and Production Linked Incentive (PLI) Schemes. The Cabinet Committee on Economic Affairs also approved 12 new projects worth Rs. 28,602 crores (US$ 325.02 million) under the National Industrial Corridor Development Programme (NICDP), spanning 10 states, to strengthen India's manufacturing base and attract investments.

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

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INDIAN IT INDUSTRY:

Executive summary:

1. **Large contribution to the Indian economy:**
   - India's IT industry is likely to hit the US$ 315.4 billion mark by 2026 and contribute 10% towards the country's GDP.
   - India's IT hiring is projected to grow by 7% in FY27, driven by the expansion of innovation centres by global technology companies, the availability of a strong domestic talent pool with expertise in next generation technologies, and government-led digitalisation initiatives across multiple sectors.

2. **Opportunities:**
   - Non-metro cities such as Udaipur, Vizag, Coimbatore and Nagpur drove over 50% IT hiring growth in H1 2025, far outpacing Bengaluru and NCR (12-15%), reflecting a structural shift as tier-II and tier-III hubs attract demand in AI, cloud and cybersecurity with 30% cost savings.
   - In March 2024, the Government of India launched the India AI Mission with an outlay of Rs 10,372 crore (US$ 1.25 billion) to foster the development of the nation's overall AI ecosystem. Within less than 24 months, the India AI Mission has established a solid foundation for advancing the country's AI ecosystem.

3. **Export and employment growth:**
   - As per NASSCOM, India's IT industry revenue has increased from US$ 181 billion, including US$ 136 billion in exports, in FY19 to an estimated US$ 315.4 billion, with US$ 246.4 billion in exports, in FY26 (till February 2026.
   - India's Global Capability Centre workforce is projected to rise to 3.46 million by 2030, supported by rapid adoption of artificial intelligence across roles.

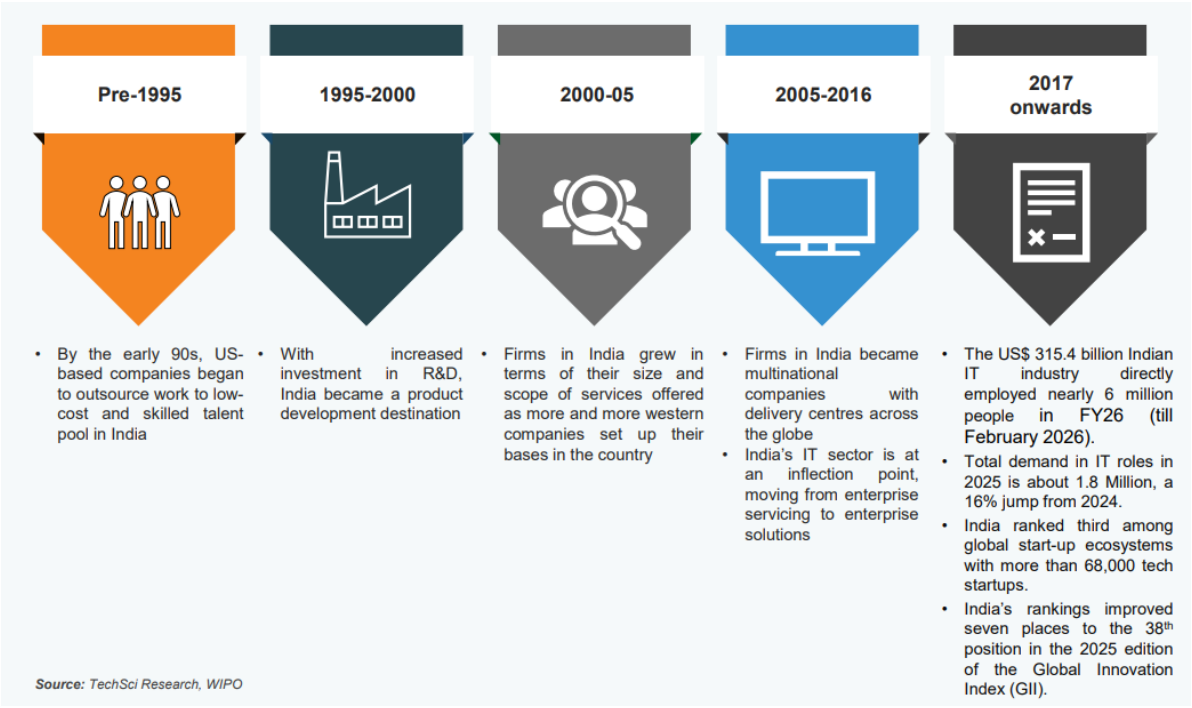
4. **Most lucrative sector for investments:**
- The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth Rs. 8,31,772 crores (US$ 110.16 billion) between April 2000-June 2025. The sector ranked second in FDI inflows as per the data released by Department for Promotion of Industry and Internal Trade (DPIIT).
- Computer software and hardware make up 15.54% of the cumulative FDI equity inflows.
- In November 2025, ESTIC 2025 announced a Rs. 1,00,000 crores (US$ 11.56 billion) scheme to boost private-sector research, development and innovation in India.

5. **Accelerating demand for cloud and digital transformation:**
- India's cloud industry is projected to create around 14 million jobs by 2026, nearly tripling employment over a five-year period.
- Google announced US$ 15 billion investments over 2026-2030 for an AI Hub and data center in Visakhapatnam, marking its largest commitment in India to advance AI capabilities and services.
- Launched in 2022, the NIC National Cloud Services and GI Cloud (MeghRaj) initiatives now support 300+ government departments, optimising IT infrastructure, enabling digital services, and expanding India's e-Governance ecosystem.

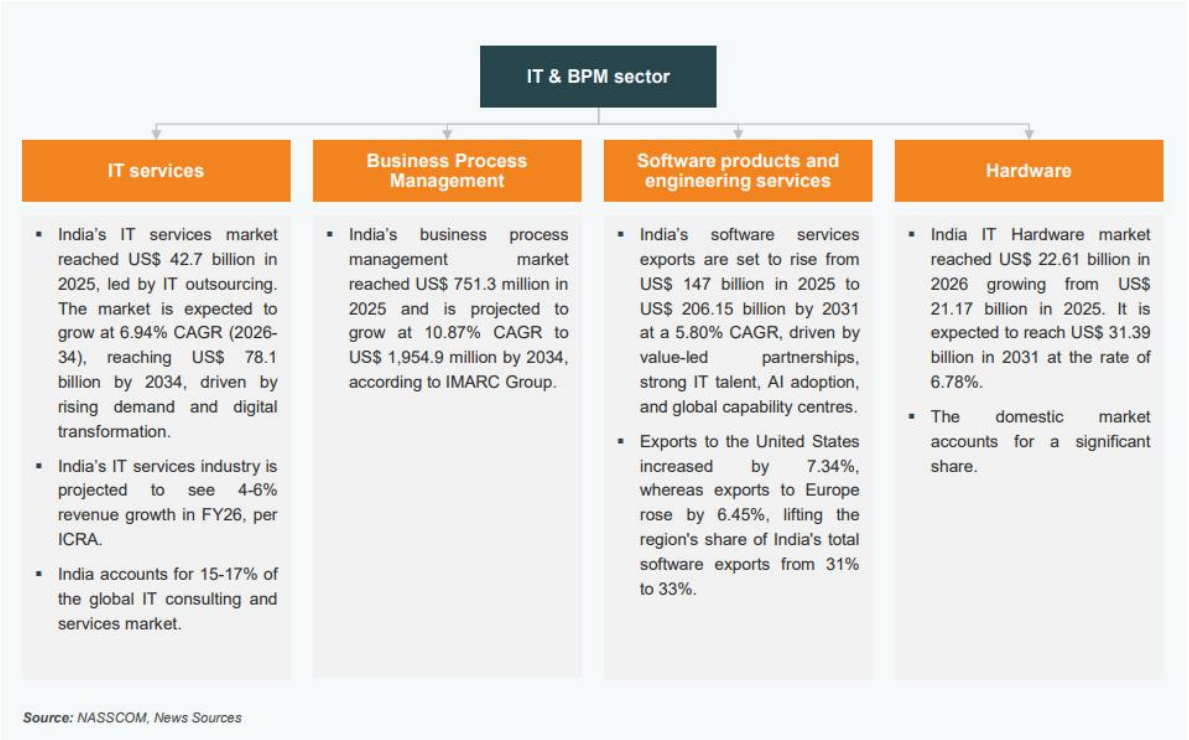
Source: NASSCOM, DPIIT, News Articles, PIB, Statista

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Evolution of the Indian IT sector:



Segments of India's IT sector:

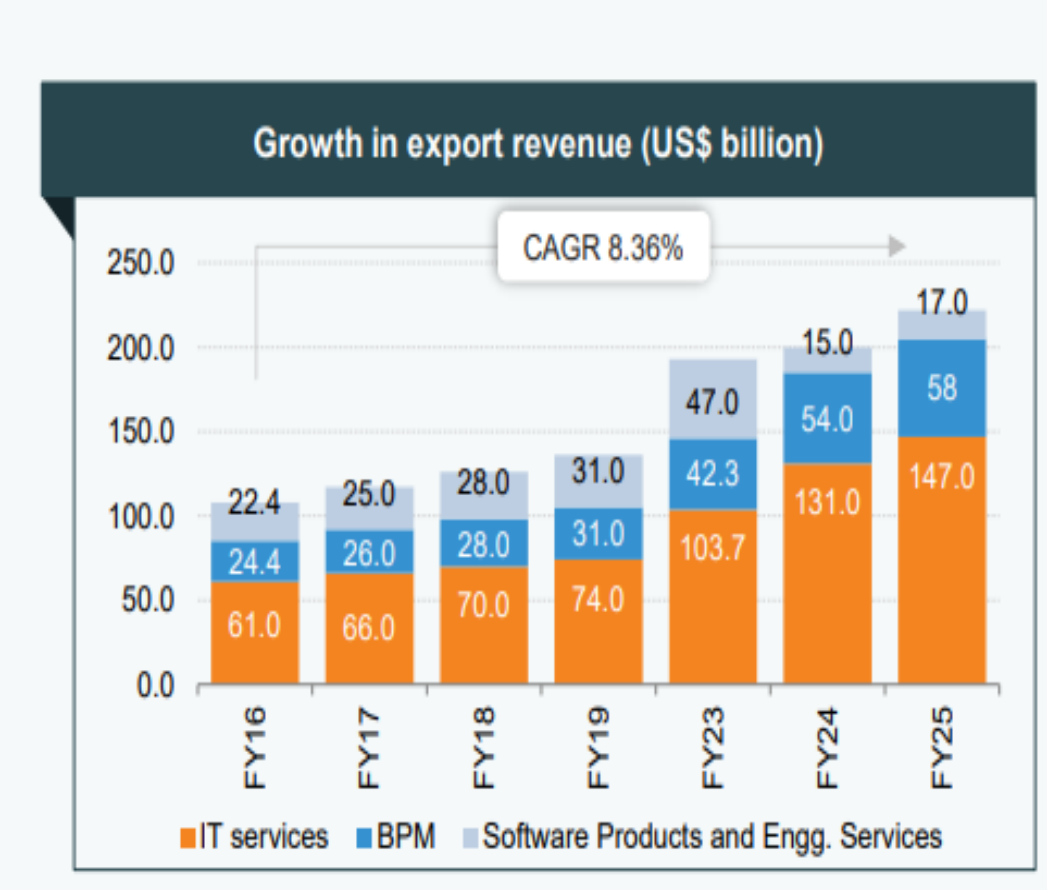


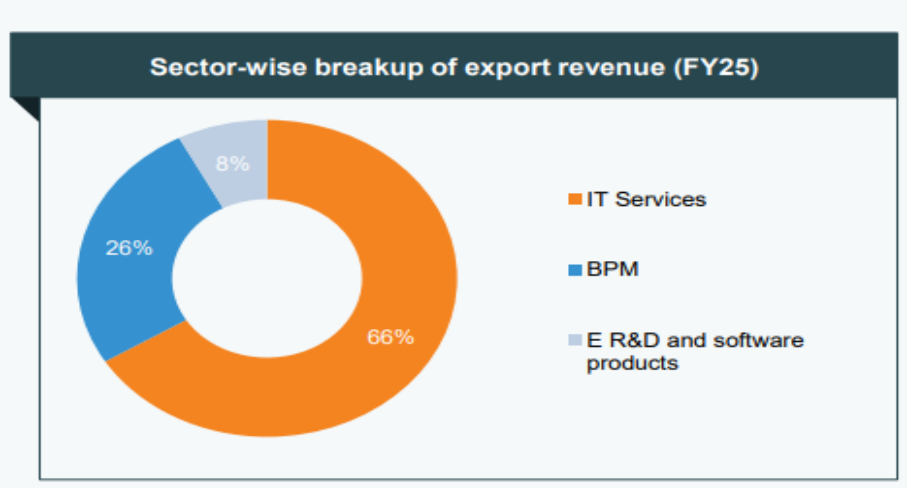
India's IT market size growing:

- Mid-tier Information Technology (IT) companies have reported stronger growth than their larger counterparts in FY25, demonstrating their ability to effectively navigate an uncertain macroeconomic environment. The challenge, however, remains whether they can sustain this momentum in FY26.
- Global IT expenditure is forecast to hit US$ 6.15 trillion in 2026, reflecting a 10.8% rise from 2025. Server expenditure is anticipated to surge by 36.9% year-on-year in 2026. Overall data centre spending is projected to climb 31.7%, exceeding US$ 650 billion in 2026, compared with almost US$ 500 billion the prior year.
- India's Information Technology (IT) sector has grown substantially over the past decade, driving exports and employment. As per NASSCOM, industry revenue rose from US$ 167 billion (Rs. 10,42,915 crore) in FY18 to an estimated US$ 315.4 billion (Rs. 27,87,110 crore) in FY26 (till February 2026), with exports at US$ 246.4 billion (Rs. 21,77,829 crore).
- India's domestic IT & Business Services market reached US$ 69 billion in FY26 (till February 2026), growing approximately 7.81% YoY.
- India's IT spending is expected to reach US$ 176.3 billion (Rs. 15,50,734 crore) in 2026, driven by a boom in data-centre expansion and AI-enabled software investments.
- By 2025-26, India is expected to have 60–65 million jobs that require digital skills, according to a Ministry of Electronics & IT report titled "India's trillion-dollar digital opportunity."
- India's public cloud services market reached US$ 10.9 billion in 2024, expected to reach US$ 30.4 billion by 2029 at a CAGR of 22.6%.
- AI is expected to boost India's annual growth rate by 1.3% by 2035, according to NITI Aayog.

Source: NASSCOM, Gartner, News Articles

Strong growth in IT & BPM exports:

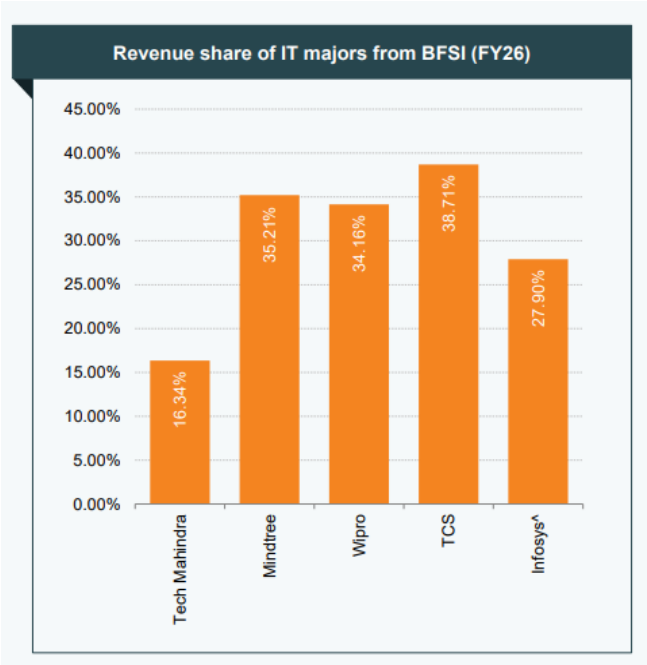




- India's IT exports rose 5.58% in FY26 (till February 2026) to US$ 246.4 billion from US$ 233.3 billion in FY25, with STPI-registered units contributing Rs. 10.64 lakh crore (US$ 123.05 billion), according to MeitY citing Nasscom.
- Export of IT services was the major contributor, accounting for more than 66% of total IT exports in FY25.
- Telangana, known for its prominence in the IT sector, achieved exports worth US$ 28.5 billion (Rs. 2,46,439.50 crore) in the FY25, with a workforce of 9.39 lakh employees. This represents a YoY growth of 9.62%.
- In FY25, India's top five software services export destinations were the United States (US$ 117.43 billion, 52.90%), Europe (US$ 73.26 billion, 33%) including the United Kingdom (US$ 34.41 billion, 15,.50%), Asia (US$ 12.21 billion, 5.50%), Australia & New Zealand (US$ 5.33 billion, 2.40%) and Canada (US$ 2.88 billion, 1.30%).
- BPM and engineering and R&D (ER&D) and software products exports accounted for 26% and 8%, respectively of total IT exports during FY25.
- The total software exports achieved by STPI-registered units is approximately Rs. 10.64 lakh crore (US$ 123.05 billion) in FY25.

BFSI - a key business vertical for IT & BPM industry

- BFSI is a key business vertical for the IT & BPM industry. A major share of revenue of IT majors comes from the BFSI business vertical.
- Adoption of new technologies is expected to accelerate the growth of the BFSI vertical. The need to undertake investment in IT will also be required to gain a competitive advantage instead of solely reducing operational costs.
- In 2025, from the top-tier IT companies' perspective, there would be an increase in uptake from the BFSI sector.
- The India BFSI BPO services market reached US$ 4.4 billion in 2025 and is projected to grow at a CAGR of 6.17% during 2026-34, reaching US$ 7.6 billion by 2034. This growth is driven by cost-effectiveness, regulatory compliance requirements, digitalisation, increasing fintech usage, and enhanced risk management capabilities.
- BFSI emerged as the second fastest growing vertical for TCS in Q4 FY25. TCS reported that its overall BFSI total contract value reached US$



3.8 billion in Q3 FY26, marking an increase of US$ 600 million from Q1, which included a major deal in North America.
- Financial services accounted for 27.9% of Infosys's total revenue in FY26, compared to 27.7% in FY25.
- The IT-BPM sector employs 5.8 million people as of 2025, with the BFSI vertical being one of the top employment-generating sectors.
- The IT services sector is projected to experience steady revenue growth of 7-9% in FY26, driven by increased BFSI spending and generative AI initiatives.
- As of April 2026, India's UPI system connects 713 banks on a single platform, allowing people to make payments easily without worrying about which bank they use. The average daily transactions reached 66 crores in April 2026.
- In FY25, India's software services exports to the United States stood at US$ 117.43 billion, accounting for 52.90%.
- Exports to Europe were valued at US$ 73.26 billion, forming 33%, of which the United Kingdom contributed US$ 34.41 billion or 15.50%.
- Exports to Asia touched US$ 12.21 billion, making up 5.30%.
- Australia & New Zealand together accounted for US$ 5.33 billion, or 2.40%.
- Exports to Canada stood at US$ 2.88 billion, representing 1.30%.

IT sector to be driven by strong demand and Indian expertise:

1. **Combat Cyber-security**
- The Data Security Council of India (DSCI) - National Center of Excellence for Cyber Security Technology Development (NCoE) and Chitkara University have collaborated to undertake joint programmes on cyber security and privacy.
- The Government of India has strengthened its cyber security framework through CERTIn, NCIIPC, NCCC, Cyber Swachhta Kendra, and the Digital Personal Data Protection Act, 2023, alongside 109 nationwide cyber security drills and training of 12,014 officials in 2024 to combat rising cyber threats.
- The 2025–26 Budget allocates Rs. 782 crores (US$ 88.90 million) for cybersecurity measures to protect digital public infrastructure.

2. **Talent pool**
- India will need over 30 million digitally skilled professionals by 2026.
- According to the Stanford AI Index Report 2025, India leads the world in AI talent acquisition, boasting an annual hiring rate of approximately 33%. It ranks among the top countries globally in AI skill penetration, with AI talent concentration having grown more than threefold since 2016.

3. **Public cloud market**
- India's public cloud services market reached US$ 10.9 billion in 2024, expected to reach US$ 30.4 billion by 2029 at a CAGR of 22.6%, propelled chiefly by sectors such as BFSI, manufacturing, government, software, and media.
- Comparing to prepandemic level from FY19, the cloud deals in FY23 have grown by more than 4 times. Cloud's potential is boundless, and it forms a crucial foundation for successful digital transformation.

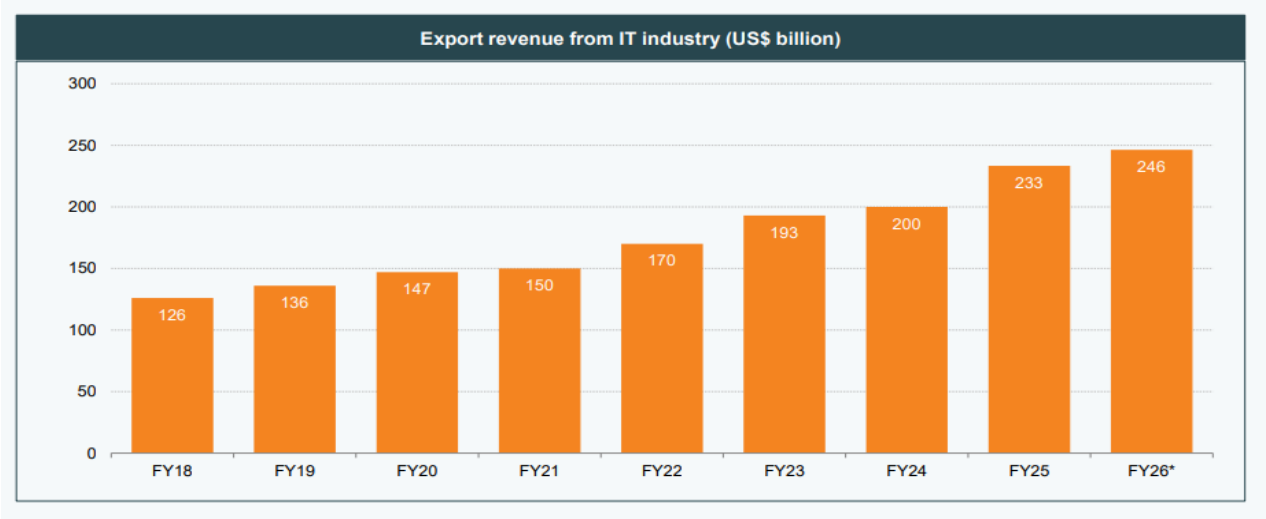
4. **Infrastructure**
- The system infrastructure software market in India is expected to reach a projected revenue of US$ 18,952.7 million by 2033. A compound annual growth rate of 8.9% is expected of India system infrastructure software market from 2026 to 2033.
- India is set to invest US$ 200 billion in AI infrastructure. OpenAI has partnered with the Tata Group to develop 100 megawatts of AI capacity, with ambitions to expand to 1 gigawatt.

Source: *Nasscom, News Articles*

Exports to remain robust as global IT industry maintains growth:

- India's IT exports continue to grow to new highs. Export revenue in FY26 (April 2025-February 2026) is estimated at US$ 246 billion and US$ 233 billion in FY25, a 16.65% YoY jump from US$ 200 billion in FY24.

- Over the longer term, export revenues have nearly doubled in seven years from US$ 126 billion in FY18 to US$ 233 billion in FY25, a CAGR of 9.20%.



Source: https://www.ibef.org/download/1785994853_IT-and-BPM-PPT-May-2026.pdf

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BUSINESS OVERVIEW

*This section should be read in conjunction as stated in the chapter titled **"Definitions and Abbreviations"** on page 7 of this DRHP unless otherwise stated, all the financial information of our Company used in this section has been derived from our section titled **"Financial Information** on page 207 of this DRHP. Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled **"Forward-Looking Statements"** on page no. 29 of this DRHP for a discussion of the risks and uncertainties related to those statements, and the section titled **"Risk Factors"** on page no. 41 of this DRHP for a discussion of certain risks that may affect our business, financial condition, or results of operations. We have, in this Draft Red Herring Prospectus, also included various operational and financial performance indicators, some of which may not be derived from our Restated Financial Statements and may not have been subjected to an audit or review by our peer reviewed chartered accountants. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions.*

Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus. For the purpose of this chapter the term We/Us/Our Company/PGCL shall refer and include PradeepIT Global Consulting Limited, unless otherwise specifically mentioned.

COMPANY OVERVIEW

The company, originally named as "PradeepIT Consulting Services Private Limited" at Bangalore, Karnataka, was incorporated as a private limited company under the Companies Act, 2013, vide Corporate Identification Number (CIN) U74999KA2016PTC093587 pursuant to a certificate of incorporation dated 25.05.2016, issued by the Deputy Registrar of Companies, Central Registration Centre. In 2024, the name of the company was changed to "PradeepIT Global Consulting Private Limited" pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 06.05.2024 and vide certificate dated 27.06.2024 issued by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. In 2026, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 31.07.2026 and a fresh certificate of incorporation was issued in the name of "PradeepIT Global Consulting Limited" dated 24.09.2026 vide Corporate Identification Number (CIN) U74999KA2016PLC093587 by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre.

As on the date of filing of this Draft Red Herring Prospectus, the Company has two subsidiaries, namely PradeepIT Global Consulting (SEA) Pte. Ltd, Singapore, in which it holds a 90.00% shares and PradeepIT Global Consulting (America) Inc. in which it holds a 90.00% shares.

Nature of Business of PradeepIT Global Consulting (SEA) Pte. Ltd: It is a Singapore-based IT consulting and systems integration company specialising in SAP solutions and enterprise digital transformation. It provides SAP Customer Experience implementation, multi-country rollouts, Application Management Services (AMS), and SAP HANA-based analytics and reporting solutions. It serves enterprise and multinational customers through fixed-price, milestone-based and time-and-materials engagements, including recurring application support contracts. It primarily caters to customers across the Asia-Pacific (APAC) and, where applicable, the Middle East and North Africa (MENA) regions.

Nature of Business of PradeepIT Global Consulting (America) Inc.: It provides technology-enabled business-to-business services supporting the development, training, evaluation and enhancement of large language models (LLMs) and artificial intelligence (AI) systems. Its services include LLM training and fine-tuning, prompt engineering, domain-specific evaluation, reasoning assessments, model alignment testing and user acceptance testing, supported by skilled professionals and subject matter experts. The Company operates through a B2B model and derives revenue from services provided under master services agreements, statements of work and other contractual arrangements with its customers.

For further details regarding our Subsidiaries, see chapter titled ***"History and Corporate Structure"*** on page 177 of this Draft Red Herring Prospectus.

BUSINESS OVERVIEW

Our Company is an Information Technology ("IT") services and consulting organization engaged in providing enterprise technology solutions, technology consulting, and IT-enabled services to clients across India and international markets. We conduct our operations through our principal delivery center located in Bangalore, Karnataka, India, supported by our subsidiaries in the United States of America and Singapore. As of the date of this Draft Red Herring Prospectus, we provide technology consulting and implementation services to enterprises in India and overseas, operating across diverse industry sectors.

Our business primarily comprises assisting organizations in the implementation, integration, modernization, and management of enterprise applications and technology infrastructure. We support our clients throughout various stages of their technology lifecycle, including technology consulting, solution architecture, implementation, migration, integration, customization, application support, managed services, and IT-enabled services. Depending on the nature and scope of an engagement, our services may extend from advisory and implementation to post-deployment support and long-term application management.

Our service portfolio is organised into six principal practice areas, which are as follows:

Business Activity	How We Undertake This Activity
Data and Artificial Intelligence Services	We provide consulting, implementation and support services for data management, analytics, artificial intelligence, workflow automation, data security and reporting solutions.
IT Infrastructure and Consulting	The Company provides consulting, deployment, management and support services for IT infrastructure, including servers, networking, storage, cybersecurity, IT planning and resource augmentation.
Cloud Services	Our cloud services include consulting, migration, implementation, deployment, monitoring and optimisation of cloud environments.
Recruitment Delivery Services	We provide recruitment process support, including workforce planning, candidate sourcing, screening, interview coordination, onboarding assistance and compliance documentation support.
ERP-related Services	The Company provides consulting, implementation, migration, integration and support services for enterprise applications, including SAP and Microsoft Dynamics 365, along with system configuration and application management.
IT-Enabled Services (ITeS)	Our ITeS offerings include business process and operational support through enterprise technology platforms, covering finance and accounting, project management, design and human resource support services.

Through these practice areas, we assist organisations in implementing and managing enterprise applications, modernising IT infrastructure, migrating workloads to cloud environments, analysing business data and supporting business processes across finance, procurement, supply chain, manufacturing, sales, customer relationship management and human resources.

Our engagements are undertaken based on the operational and technology requirements of our clients and are executed through fixed-price contracts, time-and-material arrangements, resource augmentation assignments, managed services engagements and annual support and maintenance contracts, as applicable. The nature of the engagement depends upon the scope of work, project complexity and commercial requirements agreed with the client.

Our revenue is primarily generated from fees earned for technology consulting, enterprise application implementation, system integration, cloud migration, application support and maintenance services, Recruitment Delivery Services and IT-enabled services.

The Information Technology industry is characterised by continuous technological advancements, increasing adoption of digital technologies and evolving enterprise requirements. We provide our services to Indian and overseas organisations across multiple industry sectors and geographies. Our operations are supported by individuals possessing domain knowledge and technical experience across enterprise applications, cloud technologies, data

analytics, artificial intelligence and IT infrastructure, enabling us to undertake projects of varying complexity in accordance with the business and technology requirements of our clients.

Our Company is committed to fostering a culture of continuous learning, professional development, and employee well-being. Our Company was recognized as a Great Place to Work Certified organization for the period from December 2025 to December 2026 and was also recognized among India's Best Workplaces for Women 2024 by Great Place to Work India. These recognitions reflect our Company's commitment to creating an inclusive, people-centric, and high-performance workplace.

Our company has also obtained the following certifications and accreditations for its facilities and operations:

- ISO 9001:2015 certification for its Quality Management System.
- ISO/IEC 27001:2022 certification for Information Security Management Systems.
- CMMI Level 3 – Capability Maturity Model Integration issued by CMMI Institute for Certification of compliance.

The Company was originally incorporated by Geeta P Ari and Mahadevappa, who were the subscribers to the Memorandum of Association. Presently, Geeta P Ari and Vinod Kumar Beli are the promoters of the Company. The promoters have played a pivotal role in the growth and development of the Company by leveraging their industry experience, business acumen, and strategic vision. Under their leadership, the Company has achieved significant growth and strengthened its market position. Their industry experience, combined with the Company's operational capabilities, supports the execution of its business objectives and expansion strategy. For further details, please refer the chapter titled ***"Our Management"*** on page no. 184 of this Draft Red Herring Prospectus.

FINANCIAL PERFORMANCE OF OUR COMPANY

A list of certain financial data, based on our Restated Financial Information is set out below for the indicated Fiscals:

Particulars	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
Revenue from Operations (₹ in lakhs)	952.55	3,840.85	3,425.22	2,376.20
Total income (₹ in lakhs)	956.02	3,847.99	3,436.57	2,391.40
Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) (₹ in lakhs) (a)	189.43	818.38	610.89	355.91
EBITDA Margins (%)(b)	19.89%	21.31%	17.84%	14.98%
Profit after Tax attributable to equity shareholder (PAT) (₹ in lakhs)	96.5	394.18	341.96	188.09
PAT Margins (%)(c)	10.13%	10.26%	9.98%	7.92%
Cash Profit after Tax (₹ in lakhs) (d)	141.02	565.82	426.26	280.75
Current Ratio(e) (In times)	1.62	1.41	1.37	0.94
Net Worth(f)	1,328.80	1,229.94	810.09	460.75
Debt-Equity Ratio(g) (In times)	0.61	0.74	1.10	1.35
Return on Equity (%)(h)	7.54%	38.64%	53.82%	50.59%
Return on Capital Employed (%)(i)	7.21%	30.99%	32.01%	27.26%

Notes:

(a) EBITDA has been calculated as a sum of profit before tax, finance costs and depreciation and amortization less other income.

(b) EBITDA Margins is calculated as EBITDA divided by Revenue from Operations.

(c) PAT Margins (%) is calculated as Profit After Tax attributable to equity shareholder of Company divided by Revenue from Operations.

(d) Cash Profit After Tax is calculated as a sum of Profit After Tax attributable to equity shareholder to balance sheet and Depreciation and Amortisation as per Restated Financial Statements.

(e) Current Ratio is calculated as Total Current Assets divided by Total Current Liabilities.

(f) Net worth is calculated as Equity Share Capital plus Reserve and Surplus.

(g) Debt-Equity Ratio is calculated as Total Debt divided by Net-Worth as per Restated Financial Statements. Total Debt is calculated as a sum of Long-Term Borrowings and Short-Term Borrowings (including current maturity of long-term borrowings).

(h) Return on Equity is calculated as Restated profit after tax attributable to equity shareholder of Company divided by net worth.

(i) Return on Capital Employed is calculated as Earnings Before Interest and Tax (excluding other income) divided by Capital Employed. Capital employed is calculated as sum of net worth and Long-Term Borrowings and Short-Term Borrowings.

Explanation for Financial KPI metrics:

KPI	Explanations
Revenue from Operations (in lakhs)	Revenue from operation provides information regarding growth of the business operations over the period.
Total Income	Total Income Revenue from Operation and Other Income such as (Rent, Finance and Interest Charges)
Earnings before Interest, Tax, Depreciation and Amortisation	EBITDA provides information and operational profitability and the financial performance of the business.
EBITDA Margins (%)	EBITDA margin provides the financial benchmarking against peers as well as to compare against the historical performance of the business.
Profit after Tax (PAT) (in lakhs)	PAT provides information regarding the overall profitability of our business.
PAT Margins (%)	PAT margin is an indicator of the overall profitability of the business and provides the financial benchmarking against peer as well as to compare against the historical performance of the business.
Cash Profit after Tax (in lakhs)	Cash Profit after Tax is an indicator which denotes profit generated from the business operations during the period before adjusting the non-cash items.
Current Ratio	Current ratio is an indicator of short-term solvency i.e., company's ability to pay short-term obligations or those due within one year.
Net Worth	Net Worth shows the company's real capital strength by excluding items like deferred expenses and preliminary expenses.
Debt-Equity Ratio	Debt Equity Ratio is an indicator of overall leverage of the company
Return on Equity (%)	RoE provides how efficiently the Company generates profits from average shareholders' funds.
Return on Capital Employed (%)	RoCE provides how efficiently the Company generates earnings from the capital employed in the business.

REVENUE BIFURCATION

1- Segment Wise Bifurcation:

(in lakhs)

Segments	31.03.2024		31.03.2025		31.03.2026		30.06.2026	
	Amount	%	Amount	%	Amount	%	Amount	%
ERP-related Services	1,618.16	68.10%	1,877.15	54.80%	1,580.54	41.15%	460.8	48.38%
IT Infrastructure and Consulting	528.62	22.25%	569.18	16.62%	710.04	18.49%	183.03	19.21%
Data and Artificial Intelligence Services	135.9	5.72%	838.73	24.49%	438.88	11.43%	118.05	12.39%
IT-Enabled Services (ITeS)	0.77	0.03%	47.84	1.40%	1,035.01	26.95%	165.27	17.35%
Cloud Services	90.8	3.82%	92.32	2.70%	76.38	1.99%	17.9	1.88%
Recruitment Delivery Services	1.95	0.08%	-	-	-	-	7.5	0.79%
Total	**2,376.20**	**100.00%**	**3,425.22**	**100.00%**	**3,840.85**	**100.00%**	**952.55**	**100.00%**

**The calculation is done by dividing sales made to customers with the total revenue from operations.*
As certified by Peer Reviewed Auditor of our Company i.e., M/s. A G R A AND CO.., Chartered Accountants by way of their certificate dated 03.11.2026.

2- Geography Wise Bifurcation:

(₹in lakhs)

State	2023-24		2024-25		2025-26		30.06. 2026	
	Amount	**%**	**Amount**	**%**	**Amount**	**%**	**Amount**	**%**
Domestic Revenue Bifurcation Statewise								
Karnataka	1,696.13	71.38%	2,787.29	81.38%	2,576.74	67.09%	618.18	64.90%
Madhya Pradesh	63.49	2.67%	38.81	1.13%	199.98	5.21%	-	-
Maharashtra	219.04	9.22%	101.27	2.96%	185.36	4.83%	73.34	7.70%
Tamil Nadu	25.54	1.07%	2.9	0.08%	287.48	7.48%	114.01	11.97%
Telangana	-	-	12.09	0.35%	113.69	2.96%	46.01	4.83%
Uttar Pradesh	-	-	-	-	0.02	0.00%	-	-
West Bengal	-	-	-	-	5.24	0.14%	-	-
Haryana	-	-	-	-	-	-	11.93	1.25%
Total Domestic Revenue	**2,004.20**	**84.34%**	**2,942.36**	**85.90%**	**3,368.51**	**87.70%**	**863.47**	**90.65%**
Export Revenue Bifurcation Countrywise								
Singapore	353.08	14.86%	440.57	12.86%	322.25	8.39%	16.67	1.75%
United States of America	18.92	0.80%	40.19	1.17%	150.09	3.91%	72.41	7.60%
South Africa	-	-	2.1	0.06%	-	-	-	-
Total Export Revenue	**372**	**15.66%**	**482.86**	**14.10%**	**472.34**	**12.30%**	**89.08**	**9.35%**
Total Revenue	**2,376.20**	**100.00%**	**3,425.22**	**100.00%**	**3,840.85**	**100.00%**	**952.55**	**100.00%**

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3- Customer Wise Bifurcation

(₹in lakhs)

Particular	**31.03.2024**	**%age***	**31.03.2025**	**%age***	**31.03.2026**	**%age***	**30.06.2026**	**%age***
Customer 1	730.28	30.73%	721.93	21.08%	2,142.52	55.78%	613.55	64.41%
Customer 2	405.44	17.06%	701.37	20.48%	352.15	9.17%	99.31	10.43%
Customer 3	353.08	14.86%	415.29	12.12%	301.21	7.84%	51.58	5.41%
Customer 4	328.19	13.81%	363.17	10.60%	289.66	7.54%	45.67	4.79%
Customer 5	183.22	7.71%	323.73	9.45%	200.96	5.23%	16.39	1.72%
Customer 6	181.11	7.62%	300.84	8.78%	96.83	2.52%	16.13	1.69%
Customer 7	65.13	2.74%	71.7	2.09%	55.92	1.46%	14.28	1.50%
Customer 8	63.49	2.67%	66.39	1.94%	55.2	1.44%	14.25	1.50%
Customer 9	21.11	0.89%	36.46	1.06%	41.54	1.08%	13.46	1.41%
Customer 10	18.92	0.80%	35.87	1.05%	30.31	0.79%	7.82	0.82%
Total	**2,349.97**	**98.90%**	**3,036.75**	**88.66%**	**3,566.30**	**92.85%**	**892.44**	**93.69%**

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4- Supplier Wise Bifurcation

(₹in lakhs)

Particular	**31.03.2024**	**%age***	**31.03.2025**	**%age***	**31.03.2026**	**%age***	**30.06.2026**	**%age***
Supplier 1	232.9	14.92%	435.92	20.24%	114.34	7.60%	42.84	12.92%
Supplier 2	180.3	11.55%	275.17	12.77%	102.52	6.82%	27.84	8.39%
Supplier 3	175.56	11.25%	148.21	6.88%	72.61	4.83%	26.27	7.92%
Supplier 4	137.78	8.83%	138.42	6.43%	61.65	4.10%	19.32	5.82%
Supplier 5	108.04	6.92%	108.19	5.02%	54.17	3.60%	15.99	4.82%
Supplier 6	23.77	1.52%	101.79	4.73%	49.58	3.30%	14.79	4.46%
Supplier 7	17.54	1.12%	93.51	4.34%	42.11	2.80%	13.51	4.07%
Supplier 8	14.67	0.94%	82.78	3.84%	37.29	2.48%	9.73	2.93%
Supplier 9	13.44	0.86%	43.7	2.03%	29.7	1.98%	8.56	2.58%
Supplier 10	12.18	0.78%	19.75	0.92%	29.51	1.96%	7.5	2.26%
Total of Top 10 Suppliers	**916.18**	**58.70%**	**1,447.43**	**67.19%**	**593.48**	**39.47%**	**186.36**	**56.19%**

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OUR COMPETITIVE STRENGTHS

1. Experienced Promoter and skilled workforce:

Our Company operates under the leadership of our Promoters, who possess extensive experience in the information technology services and enterprise consulting sectors. They are responsible for the strategic direction of the Company and oversee key aspects of our business, including operational management, client relationship management, business development, and the execution of service engagements. Their experience has contributed significantly to the development of our service capabilities and the expansion of our business operations.

Our Promoters are supported by a management team with extensive experience across enterprise technology consulting, enterprise application implementation, cloud technologies, IT infrastructure, data and artificial intelligence services, managed services, and IT-enabled services. The collective expertise of our Promoters and management team enables us to successfully execute technology engagements across multiple service verticals and industry sectors.

Our delivery capabilities are further strengthened by a team of professionals possessing technical and domain expertise across a wide range of enterprise technology platforms. We also undertake periodic training and capability development initiatives to enhance the professional competencies of our personnel and ensure that our service delivery remains aligned with evolving technologies and industry best practices.

2. **Diversified Enterprise Technology Service Portfolio:**

Our Company has developed a diversified enterprise technology services platform comprising six principal practice areas, namely Data and Artificial Intelligence Services, IT Infrastructure and Consulting, Cloud Services, Recruitment Delivery Services, Enterprise Resource Planning ("ERP")-related Services, IT-Enabled Services ("ITeS"), and Spartacus. Through these practice areas, we provide consulting, implementation, migration, integration, managed services, application support, and business process services across multiple enterprise technology platforms. Our diversified service portfolio enables us to address a broad range of client requirements and participate in multiple stages of their digital transformation initiatives.

Our ERP-related Services constitute one of our core service offerings and encompass implementation, migration, integration, and application management services across leading enterprise platforms, including SAP, Microsoft Dynamics 365, Oracle, and Salesforce. Our capabilities include SAP S/4HANA implementations, brownfield, greenfield, and bluefield migration projects, SAP ABAP development, SAP Business Technology Platform ("SAP BTP"), SAP Business Objects Data Services ("SAP BODS"), SAP Spartacus development, enterprise application integrations, and ongoing application support and maintenance services. These capabilities enable us to undertake

both new enterprise application implementations and complex transformation, migration, and optimisation engagements across enterprise technology environments.

Our IT-Enabled Services practice complements our enterprise technology capabilities by providing a range of business process and knowledge process services supported by enterprise technology platforms. Our service offerings include finance and accounting outsourcing services across Order-to-Cash ("O2C"), Procure-to-Pay ("P2P"), and Record-to-Report ("R2R") processes, project management services for technology and business transformation programmes, design services covering user experience and user interface development, and HR support services. By combining enterprise technology expertise with business process execution capabilities, we are able to deliver integrated solutions that support clients across multiple operational functions and engagement models, including project-based assignments, managed services, and recurring support engagements. This diversified service portfolio enables us to develop long-term client relationships while creating opportunities for cross-selling and expanding service engagements across our client base.

3. Quality Certifications and Delivery Standards:

Our Company has established quality management and information security systems for its business operations. We have obtained ISO 9001:2015 certification for Quality Management Systems, ISO/IEC 27001:2022 for information security management systems and Capability Maturity Model Integration ("CMMI") Level 3 certification. These certifications relate to our quality management systems, information security management systems and process maturity framework, respectively.

Our operations are carried out in accordance with documented policies, standard operating procedures and delivery processes covering various aspects of project execution, quality management and information security. These frameworks are intended to provide a structured approach for planning, execution, monitoring and review of service engagements across our business operations. We review and update such processes in accordance with our operational requirements and the applicable certification standards.

4. Scalable Business Model:

Our Company operates an integrated service delivery model comprising enterprise technology consulting, implementation, migration, system integration, managed services, application support and IT-enabled services. We execute assignments through multiple commercial engagement models, including fixed-price projects, time-and-material arrangements, resource augmentation engagements, managed services, annual maintenance contracts and business process outsourcing engagements, depending on the scope of services agreed with our clients.

Our diversified service portfolio enables us to participate across various phases of an enterprise technology engagement, from consulting and implementation to ongoing application management and operational support. This integrated approach allows us to provide multiple service offerings to clients based on their evolving technology and operational requirements and facilitates long-term business relationships through implementation, enhancement, maintenance and managed service engagements.

The breadth of our service capabilities across enterprise applications, cloud technologies, information technology infrastructure, data and artificial intelligence, recruitment delivery and IT-enabled services enables us to address a wide range of enterprise technology requirements across multiple industry sectors and geographies.

OUR BUSINESS STRATEGIES

1. Expansion of Service Portfolio

Our Company intends to further develop its enterprise technology service offerings by building upon its existing capabilities across its six principal practice areas, namely Data and Artificial Intelligence Services, IT Infrastructure and Consulting, Cloud Services, Recruitment Delivery Services, Enterprise Resource Planning ("ERP")-related Services and IT-Enabled Services ("ITeS"). We propose to focus on broadening the scope of services within our existing business verticals in line with evolving customer requirements, technological developments and market opportunities.

We intend to strengthen our capabilities across the enterprise technology lifecycle, including technology consulting, enterprise application implementation, system integration, migration, application management, managed services and business process support services. Our strategy is to deepen our service offerings within our existing practice areas and support clients through various stages of their technology transformation and operational requirements.

We believe that the continued expansion of our service offerings, together with our diversified engagement model and established delivery capabilities, will support the long-term development of our business.

2. Geographic Expansion

Our Company currently provides its services to clients in India and international markets, including the United States of America and Singapore through it subsidiaries. We intend to strengthen our presence in our existing markets while evaluating opportunities to expand our operations into additional international jurisdictions, subject to prevailing market conditions, customer requirements and applicable regulatory considerations.

Our delivery model is supported by our principal delivery centre in Bangalore, India, which enables us to service clients across multiple geographies. We intend to continue leveraging our delivery infrastructure and operational capabilities to support the execution of technology consulting, enterprise application implementation, managed services and IT-enabled service engagements for clients in India and overseas.

As part of our business strategy, we may also evaluate opportunities to expand our customer base through direct customer engagements and other commercially appropriate business arrangements in accordance with our business objectives. We believe that strengthening our presence in existing and new markets will support the expansion of our customer base and contribute to the long-term development of our business.

3. Strategic Partnerships and Alliances

Our Company intends to pursue growth opportunities that are complementary to its existing business operations and consistent with its long-term business objectives. We may evaluate opportunities to expand our service offerings, strengthen our technical capabilities and broaden our presence across existing and complementary areas of enterprise technology services, taking into consideration customer requirements, technological developments, commercial viability and prevailing market conditions.

As part of our growth strategy, we may also evaluate strategic collaborations, commercial arrangements and other business opportunities with technology platform providers, implementation partners and other ecosystem participants where such arrangements are expected to complement our existing service offerings and operational capabilities. Any such opportunities will be evaluated based on their strategic alignment with our business, expected operational synergies, financial considerations and the applicable regulatory framework.

In addition, our Company may, from time to time, evaluate inorganic growth opportunities that complement our existing business operations, service capabilities or geographic presence. The evaluation of any such opportunity will be subject to customary commercial, financial, technical and legal due diligence, internal approvals and applicable statutory and regulatory requirements.

We believe that a disciplined approach towards evaluating strategic growth opportunities, together with the continued strengthening of our existing service portfolio and delivery capabilities, will support the sustainable development of our business while enabling us to respond to evolving customer requirements and developments within the enterprise technology industry.

4. Strengthening and Sustaining Our Brand Equity

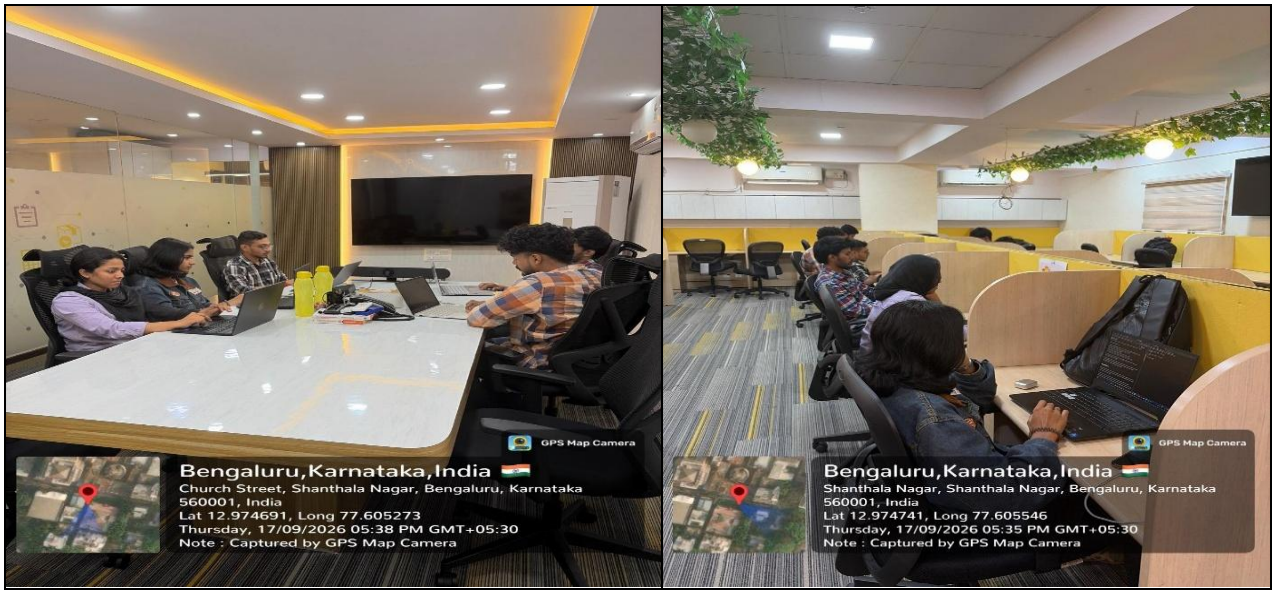
Our Company intends to continue strengthening its market presence by expanding its business relationships with existing clients and establishing relationships with new customers across the industry sectors in which we operate. We believe that the quality of our service delivery, execution capabilities and long-standing client relationships contribute to the recognition of our brand in the enterprise technology services industry.

We propose to continue undertaking business development initiatives aimed at increasing our visibility among existing and prospective customers. Such initiatives may include participation in industry conferences, technology

forums, customer engagement programmes and other industry events, as well as collaboration with technology ecosystem participants, where considered commercially appropriate. These initiatives are intended to support customer outreach, strengthen business relationships and create opportunities for new engagements.

Our Company also intends to continue focusing on the timely execution of client engagements and maintaining established quality management and information security standards across its operations. We believe that the consistent delivery of our services, together with our diversified service portfolio and experienced management team, will support the continued development of our customer relationships and market presence.

PICTURES OF OUR REGISTERED OFFICE





SWOT ANALYSIS

STRENGTHS	WEAKNESS
• Expansion of Service Portfolio • Geographic Expansion • Strategic Partnerships and Alliances • Strengthening and Sustaining Our Brand Equity	• Limited Scale Compared to Large Global IT Players • Employee Attrition Risk • Upgradation of knowledge of our project execution teams
OPPORTUNITIES	**THREATS**

• Opportunities of other value added services
• Adopting technological development
  • Cross-selling to Existing Subscribers
  • Focus on Digital India
	• Competition from organized and unorganized players
	• Rapidly changing software upgrades making earlier one obsolete very fast
	• Foreign Exchange Fluctuation Risk

BUSINESS OPERATIONS

Our service portfolio is organised into six principal practice areas comprising (i) Data and Artificial Intelligence Services; (ii) IT Infrastructure and Consulting; (iii) Cloud Services; (iv) Recruitment Delivery Services; (v) Enterprise Resource Planning ("ERP")-related Services, including SAP, Microsoft Dynamics 365, etc; and (vi) IT-Enabled Services ("ITeS"). Through these practice areas, we assist organisations in implementing and managing enterprise applications, modernising IT infrastructure, migrating workloads to cloud environments, analysing business data and supporting business processes across finance, procurement, supply chain, manufacturing, sales, customer relationship management and human resources.

1. Data and Artificial Intelligence Services

Our Data and Artificial Intelligence ("AI") Services comprise consulting, implementation and support services relating to data management, analytics and artificial intelligence solutions. Our data-related services include data architecture, data engineering, data integration, data migration, data governance, data security, data privacy and workflow automation. These services are provided to assist clients in managing enterprise data environments and integrating data across business applications.

Our AI-related services include LLM (Large Language Model) Training, which helps AI models understand, process and generate human language, Model assessment and improvement, Prompt Engineering (designing and refining instructions provided to AI models to generate accurate and relevant responses) and search refinement, Business analysis and domain expertise for better analytical and critical research of model deployed resources, critical thinking and reasoning enhancement, user acceptance and model alignment testing, which ensures that AI models perform as intended and generate outputs aligned with user requirements, semantic analysis (understanding the meaning and context of data) and feedback structuring, ML (Machine Learning) engineering for data science, token usage optimisation of models, which improves the efficient utilisation of AI processing resources, AI-assisted workflow solutions, etc., depending on client requirements. We also provide AI and machine learning operations support, application monitoring and maintenance services following implementation. In addition, we undertake data analytics and business intelligence engagements involving data visualisation, reporting and analytical solutions to support enterprise decision-making.

2. IT Infrastructure and Consulting

Our IT Infrastructure and Consulting Services comprise consulting, implementation, deployment, management and support services relating to enterprise information technology infrastructure. These services include setting-up infrastructure, enterprise networking, storage systems, end-user computing, cloud infrastructure, cybersecurity support and infrastructure management services. Depending upon the scope of engagement, we also provide infrastructure monitoring, maintenance and technical support services.

Our IT consulting services include technology assessments, IT planning, infrastructure consulting and advisory services relating to enterprise technology environments. We also provide resource augmentation services through contract staffing, contract-to-hire for technology professionals. Our services are delivered under various commercial

models, including fixed-price, time-and-material and resource augmentation arrangements, depending upon the scope and commercial requirements of the respective client engagements.

3. Cloud Services

Our Company provides cloud consulting, migration, implementation, management and support services to enterprise clients across various industry sectors. Our Cloud Services include assessment of existing legacy environments, Cloud-based solutioning, cloud migration planning, cloud deployment, infrastructure configuration, cloud application implementation and cloud management services.

Our service offerings also include Commerce Cloud (a cloud-based platform for developing and managing digital commerce solutions) and Fusion Cloud setup, which involves setting up cloud-based business applications, Migration, Development and integration of tools, and maintenance services, disaster recovery support (which helps restore systems and data in the event of unexpected disruptions or failures) and cloud environment optimisation. In addition, we undertake the design, development and deployment of cloud-based applications, including applications based on microservices architecture, containerised environments and DevOps methodologies (a set of practices that integrates software development and IT operations to improve the speed and reliability of application delivery), depending on the scope and requirements of the respective client engagement.

Our Cloud Services are delivered through project-based implementation assignments as well as managed service engagements, depending upon the commercial arrangements entered into with our clients. We also provide post-implementation support and maintenance services for cloud environments and cloud-based applications.

4. Recruitment Delivery Services

Our Recruitment Delivery Services comprise recruitment process support and talent acquisition services for clients across various industry sectors. These services include understanding client requirements, workforce planning support, candidate sourcing, candidate screening, interview coordination, candidate assessment support, offer management and onboarding assistance.

Depending upon the scope of engagement, we provide recruitment services through permanent staffing, contract staffing, contract-to-hire and project-based resource deployment models. We source candidates through multiple channels, including internal recruitment teams, professional networks, employee referrals, online recruitment platforms and other sourcing mechanisms.

Our recruitment process also includes documentation support, background verification coordination, compliance-related documentation and onboarding assistance, as required under the respective client engagement. We deliver these services in accordance with the scope of work and commercial arrangements agreed with our clients.

5. Enterprise Resource Planning ("ERP")-related Services

Enterprise Resource Planning ("ERP")-related Services constitute one of the principal service offerings of our Company. We provide consulting, implementation, migration, integration, application development, application management and support services across enterprise application platforms, including SAP, Microsoft Dynamics 365, etc. Our ERP-related engagements are undertaken for clients across various industry sectors and encompass new system implementations, migration of legacy enterprise applications, enhancement of existing enterprise environments and post-implementation support services.

Our ERP-related Services comprise the following:

- **SAP Migration Services**
  We provide migration services relating to SAP from SAP ECC (the earlier version of SAP's enterprise software) to SAP S/4HANA (SAP's latest enterprise resource planning platform) through brownfield (upgrading the existing SAP system while retaining current business processes), greenfield (implementing a new SAP system from the beginning) and bluefield (a combination of system upgrade and selective migration of data and processes) implementation approaches, depending upon the client's existing enterprise application environment and business requirements. Our scope of services includes migration planning, system assessment, application configuration, data migration, testing, deployment and post-implementation support.

- **SAP Application Development Services**
  Our Company provides SAP application development and customisation services through SAP Advanced Business Application Programme (“SAP ABAP”) and SAP Spartacus (Commerce Cloud) technologies. These services include application development, customisation, enhancement, interface development, report development, workflow configuration, system integration, application maintenance and technical support for SAP enterprise applications and SAP Commerce Cloud environments.

- **SAP Business Objects Data Services ("SAP BODS")**
  We provide implementation and support services relating to SAP Business Objects Data Services ("SAP BODS"), including data extraction, transformation, migration, integration, data quality management and (Extract, Transform and Load) ETL Mechanism development for enterprise application environments. These services are provided in connection with ERP implementation projects, migration assignments and ongoing enterprise data management requirements.

- **SAP Business Technology Platform ("SAP BTP") Services**
  Our Company provides consulting, implementation and integration services relating to SAP Business Technology Platform ("SAP BTP"). These services include enterprise application integration, extension development, workflow automation, application development and support services, depending upon the scope of the client engagement.

- **SAP S/4HANA Implementation Services**
  We undertake SAP S/4HANA implementation assignments involving business process consulting, solution configuration, application implementation, system integration, data migration, testing, deployment and post-implementation support. These services are provided for both new SAP implementations and migration from legacy enterprise application environments.

- **SAP Application Management Services**
  Our Company provides SAP application management and managed services, including application maintenance, incident management, system monitoring, change management, application enhancements, release management and technical support services following implementation of SAP enterprise applications.

- **Microsoft Dynamics 365 and Oracle Services**
  We provide consulting, implementation, migration, integration and application support services relating to Microsoft Dynamics 365 and enterprise applications. These engagements include enterprise application implementation, application customisation, system integration, migration, managed services and post-implementation support, depending upon client requirements.

- **Salesforce Services**
  Our Company provides consulting, implementation, migration, integration, application customisation and support services relating to Salesforce customer relationship management ("CRM") applications. Our services include migration from legacy CRM applications, application configuration, enterprise application integration, data migration and post-implementation support services.

- **SAP Autonomous Enterprise Solutions**

  PGC Digital delivers SAP consulting and enterprise transformation services across SAP Customer Experience (CX), ERP, SuccessFactors, Business Technology Platform (BTP), Data & Analytics, Business AI, Supply Chain, Finance, Procurement, and Industry Solutions, with a focus on AI-enabled automation and autonomous business processes.

  Our services include SAP implementation, migration, integration, customization, application management, managed services, and IT resource augmentation, helping enterprises streamline operations, enhance productivity, and accelerate digital transformation through intelligent, connected, and increasingly autonomous enterprise solutions.

6. IT-Enabled Services ("ITeS")

Our Company provides IT-Enabled Services ("ITeS") comprising business process support and operational services delivered through enterprise technology platforms. These services include finance and accounting process support, project management services, design services and human resource support services, which are provided either as standalone engagements or as part of broader enterprise technology implementation and managed service assignments, which involve the ongoing management, support and maintenance of technology systems on behalf of client

Our IT-Enabled Services comprise the following:

- **Financial Accounting Services**
  Our Company provides finance and accounting process support services covering Order Processing, Invoice-to-Cash ("I2C"), Procure-to-Pay ("P2P"), which covers the process from purchasing goods or services to making payment to suppliers, and Record-to-Report ("R2R"), which covers the process from recording financial transactions to preparing financial reports, through SAP. Our scope of services includes customer and vendor master data management, sales order processing, invoice processing, accounts receivable and accounts payable support, payment processing, general ledger accounting, fixed asset accounting, bank reconciliations, period-end closing activities, financial reporting support and other finance process support services, depending upon the requirements of the respective client engagement.

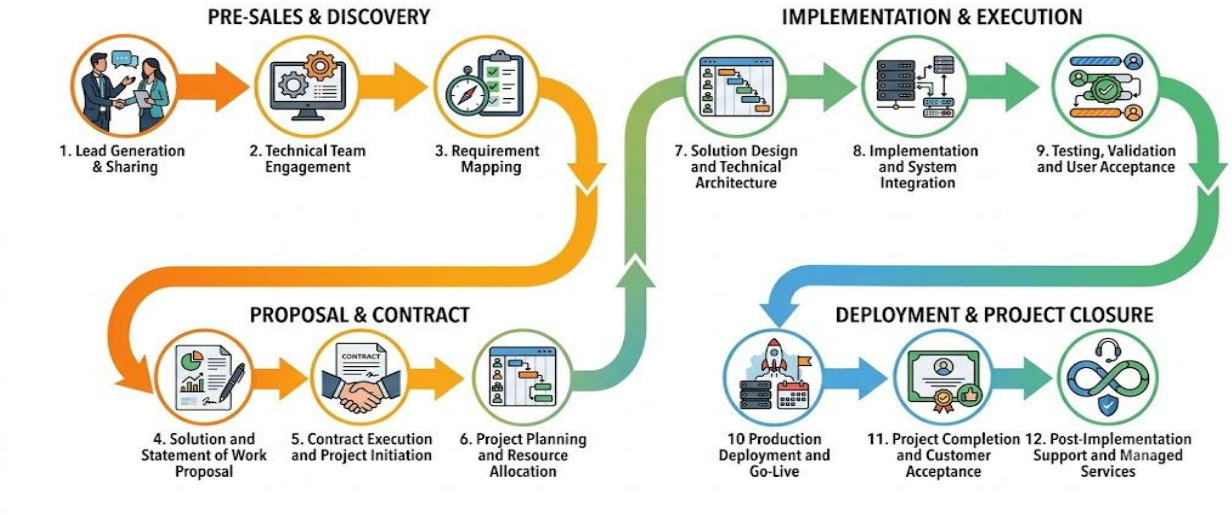
- **Project Management Services**
  We provide project management services for enterprise technology implementation, system integration, digital transformation and business process improvement projects. Our services include project planning, project coordination, resource management, project monitoring, stakeholder coordination, risk management, progress reporting and implementation support. These services are delivered in accordance with the scope of work agreed with the respective client.

- **Design Services**
  Our Company provides design services relating to enterprise applications, web-based applications, mobile applications and digital platforms. These services include user interface ("UI") design, user experience ("UX") design, application prototyping, visual design, design system development and user interface support for enterprise technology solutions, depending upon the scope of the client engagement.

- **Human Resource Support Services**
  We provide human resource support services comprising employee onboarding support, human resource administration, employee records management, payroll support, leave and attendance administration, employee lifecycle support and other human resource process support services. Where required under the scope of the engagement, such services are provided through enterprise human resource management platforms, including SAP Human Capital Management ("SAP HCM") and SAP Success Factors.

OUR BUSINESS PROCESS

Our Company follows a structured engagement and service delivery process for technology consulting, enterprise application implementation, cloud services, data and artificial intelligence solutions and IT-enabled services. While the scope of each engagement varies depending upon customer requirements, a typical project lifecycle generally comprises the following stages:



1. Lead Generation & Sharing

The engagement process generally commences through business development initiatives, including existing customer relationships, customer referrals, technology alliances, direct marketing activities, participation in industry events and customer enquiries. Prospective opportunities are identified based on customer requirements and market demand.

2. Technical Team Engagement

Following identification of a business opportunity, our business development and consulting teams interact with prospective clients to obtain a preliminary understanding of their business operations, existing technology landscape, through which we assess their current technology systems, software and IT infrastructure, operational challenges and service requirements.

3. Requirement Mapping

Our functional and technical teams assess the client's business processes, operational requirements and technology environment to define the scope of work. Based on such assessment, the proposed solution, implementation methodology, project timelines, resource requirements and commercial approach are determined.

4. Solution and Statement of Work Proposal



Based on the agreed scope of work, our Company prepares a commercial and technical proposal setting out the proposed services, deliverables, implementation approach, timelines and commercial terms. The proposal is discussed with the client and revised, where necessary, before commercial terms are mutually finalised.

5. Contract Execution and Project Initiation

Upon finalisation of commercial terms, the parties execute the applicable contractual documentation, including Master Service Agreements, Statements of Work, Work Orders or Purchase Orders, as applicable. The engagement is thereafter formally initiated in accordance with the agreed contractual terms.

6. Project Planning and Resource Allocation

Following project commencement, the project execution plan is prepared and implementation teams are constituted. Project schedules, milestones, governance mechanisms, communication protocols and resource deployment plans are finalised in consultation with the client.



7. Solution Design and Technical Architecture

Based on the approved project scope, our technical and functional teams undertake solution design activities, including application architecture, through which we define the overall structure and design of software applications, infrastructure planning, system configuration, integration planning and technical design documentation, as applicable to the respective engagement.

8. Implementation and System Integration

Our Company undertakes implementation, configuration, application development, cloud deployment, which enables applications and systems to be accessed and used over the internet, infrastructure setup, enterprise application integration, data migration or other technology services in accordance with the agreed project scope. Integration with existing customer systems is undertaken wherever required.

9. Testing, Validation and User Acceptance



Following implementation, the solution undergoes functional testing, system validation and user acceptance testing, wherever applicable. Any observations identified during the testing phase are addressed prior to deployment.

10. Production Deployment and Go-Live

Upon successful completion of testing and receipt of the necessary approvals from the client, the solution is deployed into the production environment or the agreed services are operationalised in accordance with the implementation schedule.

11. Project Completion and Customer Acceptance

Following deployment, the agreed deliverables are reviewed jointly with the client. Upon satisfactory completion of the project, customer acceptance and project closure are completed in accordance with the contractual arrangements.

12. Post-Implementation Support and Managed Services

Depending upon the scope of the engagement, our Company provides post-implementation support, application maintenance, managed services, cloud management services, technical support, system enhancements and other recurring support services under separate service arrangements or annual maintenance contracts.

CAPACITY AND CAPACITY UTILISATION

Capacity and capacity utilization are not applicable to our company since our business is not in the nature of a manufacturing concern with specified installed capacity.

COLLOABARTIONS / TIE-UPS/ JOINT VENTURES

In the normal course of business, we have not any Collaborations, Tie-ups/ Joint Ventures.

PLANT AND MACHINERIES

As we are a company engaged in the service industry, the requirement for plant and machinery is not applicable to us, except for computers and peripheral devices.

INFRASTRUCTURE AND UTILITIES:

Registered Office:

Our Registered Office is located at No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore, Bangalore G.P.O., Bangalore North, Bangalore - 560001, Karnataka.

Infrastructure Facilities:

Our office situated at different locations, are well equipped with Laptops, Internet connectivity, other communication equipment, security systems and other facilities which are required for our business operations.

Power facilities:

Our Company is having adequate power supply to meets its power requirements which is for our day-to-day functioning of our offices.

Water facilities:

In our offices, we require water only for purposes for which we utilize water supply from local authorities to meet water requirements

Technology Infrastructure and Security:
Our Company utilizes various software applications and digital tools to support our business operations, project management, finance, human resources, recruitment and customer relationship management. These applications help improve operational efficiency and support day-to-day business activities.

List of Major Software used by the company:

Sr. No.	Name of Major Software	Usage	Expiry Terms
1.	Software-1	Research, coding, MIS reporting automations, workflow dashboard extractions, workflow automations, presentations.	Yearly renewal licenses+ Monthly Renewal License
2.	Software-2	Ideation, documentation, knowledge sharing, knowledge transfer, team collaboration and workflow design.	Monthly License renewal
3.	Software-3	Project Management, code infused feature management.	Monthly renewal licenses
4.	Software-4	Creative and Performance Marketing.	Yearly renewal licenses
5.	Software-5	Enterprise level Suite for emails, meetings, collaborations between teams, calendars, cloud storage, SaaS application usage for documents, spreadsheet and presentations.	Yearly renewal licenses
6.	Software-6	IP Calling (software based) for candidate and outbound calls for US and Singapore operations {non-spam based}	Monthly License renewal
7.	Software-7	UI/UX design generations, design coding, app-design generation, product design, etc.	Monthly License renewal
8.	Software-8	a. CRM - Sales outbound only b. Sales IQ – Sales Inbound and Outbond only c. Invoice – Sales invoices (Global) d. Books – Bookkeeping (Cloud) e. Sign – Document e-signature	Yearly renewal licenses
9.	Software-9	Booking keeping (enterprise) software in migration to Booking Keeping (SaaS) software for ease of access and remote team working	Yearly renewal licenses
10.	Software-10	Timesheet tracker, attendance, payroll and reimbursements.	Monthly License renewal
11.	Software-11	Job Board (Recruiting & Sourcing)	Yearly renewal licenses
12.	Software-12	Job Board (Recruiting & Sourcing)	Yearly renewal licenses

Sr. No.	Name of Major Software	Usage	Expiry Terms
13.	Software-13	a. Jobs Dashboard Manager b. Job Slots – Boosted c. Recruiter Professional Services Plus d. Hiring Assistant e. Career Page	Quarterly renewal licenses
14.	Software-14	Recruitment Management Software	Half yearly renewal licenses
15.	Software-15	Employee performance management and efficiency	Yearly License renewal
16.	Software-16	Leads generation and management platform for sales	Monthly License renewal
17.	Software-17	Video editing and mixing tool for product and service marketing	Monthly License renewal
18.	Software-18	Upskilling and Reskilling platform for our employees to enable AI and ML based course certifications for all experienced professionals	Yearly License renewal

Transportation:
We are service based company; transportation is not applicable to us. All our employees use their owned transportation facilities.

HUMAN RESOURCE:

Human resource is an asset to any industry. We believe that our employees are the key to the success of our business. Our manpower is a prudent mix of experienced personnel which gives us the dual advantage of stability and growth. As on 30.06.2026, we have the 228 Employees.

Bifurcation of employees is provided below:

Department-wise employee breakup table as on 30.06.2026	
Department	**Number of Employee***
Director	2
KMP	2
Administration	6
Finance and Accounting	4
HR Recruitment	4
Human resource - Onboarding Staff	3
Non-technical Staff(ITES)	152
Sales & marketing Staff	12
Technical Staff	43
Total Employee Count	**228**

**The total no. of employee mentioned above the table sits at the client places or at offices rented by the company*

ATTRITION RATE/ WITHDRAWAL RATE OF EMPLOYEE:

Particulars	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
Number of Employees in the beginning of the Year / Period (A)	247	47	46	30
No. of Employees Joined	34	298	24	31
No. of Employees Left/retire [C]	53	98	23	15
Number of Employees in the end of the Year (B)	228	247	47	46
Average No. of Employees (A+B)/2 (D)	237.50	147	46.50	38
Attrition Rate (%) E = C / D *100	22.32%	66.67%	49.46%	39.47%

Note: Kindly note that the percentage of attrition rate include the KMP of our company.

INSURANCE:

Except as mentioned below, Our Company Does Not have any insurance policies as on date of filing Draft Red Herring Prospectus:

Sr. No	Insurer	Policy Number	Policy Type	Validity Period	Sum Assured
1.	IFFCO Tokio General Insurance Company Limited	41111767	Cyber Security Insurance	From - 09.02.2026 to 08.02.2027	70.00 lakh per occurrence and in the aggregate
2.	Zurich Kotak General Insurance Company (India) Limited	261754676100	Employee Group Accident and Health Insurance Protect	From – 15.06.2026 to 14.06.2027	3,392.76 lakh
3.	Zurich Kotak General Insurance Company (India) Limited	261771282800	Employee Group Accident and Health Insurance	From – 15.06.2026 to 14.06.2027	985.00 lakh subject to 5.00 lakh limit for each employee
4.	IFFCO Tokio General Insurance Company Limited	43425007	Workmen's Compensation Policy	From – 15.09.2026 to 14.09.2027	Total Worker – 300 - Skilled employees Estimated Total Wages And Salaries And Others – 18.00 crores
5.	IFFCO Tokio General Insurance Company Limited	PLC/27/00041380/00	Crime Insurance	From – 15.09.2026 to 14.09.2027	43.50 lakh per occurrence and in the aggregate
6.	IFFCO Tokio General Insurance Company Limited	41120526	Comprehensive General Liability	From – 15.09.2026 to 14.09.2027	INR 435.00 lakh per occurrence and in the aggregate -General Aggregate Sub Limit INR 435.00 lakh per occurrence and in the aggregate - Personal & Advertising Injury sub limit INR 435.00 lakh per occurrence and in the aggregate -Medical Expenses Sub - Limit INR 1.00 Lakh per person and INR 435.00

Sr. No	Insurer	Policy Number	Policy Type	Validity Period	Sum Assured
					lakh in the aggregate
7.	IFFCO Tokio General Insurance Company Limited	41120527	Directors and Officers Liability Insurance	From – 15.09.2026 to 14.09.2027	Limit of liability - INR 435.00 lakh each claim and in the aggregate Entity EPLI sub-limit - INR 435.00 lakh each claim and in the aggregate
8.	IFFCO Tokio General Insurance Company Limited	41120525	Error and Omissions Liability	From – 15.09.2026 to 14.09.2027	INR 435.00 lakh per occurrence and in the aggregate

EXPORTS & EXPORTS OBLIGATIONS:

As on the date of this document, our Company does not have Export Obligation.

SALES AND MARKETING:

Our Company's sales and marketing activities are primarily relationship-driven and are focused on building long-term business relationships and expanding our client base through professional networks and digital engagement. Our business development efforts are supported by referrals, repeat engagements and continued interaction with clients and industry stakeholders.

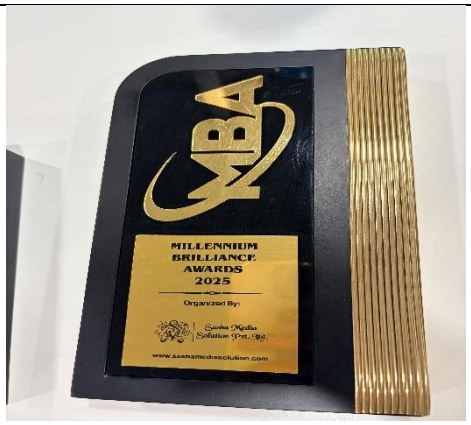
A significant portion of our business opportunities arises through word-of-mouth referrals from existing clients and professional relationships established during the course of our operations. We also receive business enquiries through referrals from existing customers, business associates and industry contacts, which contribute to our client acquisition and business development efforts.

To strengthen our market presence, our Company maintains an official website and profiles on professional networking and social media platforms, which are used to communicate information relating to our service offerings, business updates and other publicly available corporate information. These platforms facilitate engagement with prospective clients, existing customers, business associates and other stakeholders and support our ongoing marketing and communication initiatives.

As part of our brand visibility initiatives, our employees use corporate materials, including office bags bearing the Company's logo, during client meetings, business travel, conferences and other industry interactions. These initiatives support consistent brand visibility and reinforce our corporate identity during the ordinary course of business.

AWARDS:







Millennium Brilliance Awards (MBA) 2025 - Fastest Growing IT Solutions Company of the Year (Bengaluru)

COMPETITION:

We operate in a competitive industry, with participants in the organized and the unorganized sector. We believe that the principal differentiating factors such as service quality, reliability, price, after-sales services, long term relationship with procurement partners and the ability to understand evolving industry trends as well as the ability to anticipate, understand and address customer requirements gives us the competitive advantage. Some of our competitors may have greater resources than those available to us. In such a dynamic environment, our focus on client satisfaction and our work not only distinguish us from competitors but also secure our position as a trusted partner in the ever-evolving marketing landscape.

PROPERTIES:

The following table sets forth the details of our Lease immovable properties:

Sr. No.	Usage	Address	Details of the Deed/ Agreement	Term	Rented/ Lease (Amount and Time Period)	Property Area
1.	Registered Office	Second Floor, Unit 208, Brigade Garden, 19 Church Street Ashok Nagar, Bangalore - 560001	Leave and License Agreement	11 Months	Obtained on rental basis from Mrs. Rekha Sriharsha vide leave and license agreement dated January 20, 2026, for a period of 11 months from	2,652.50 Square Feet

Sr. No.	Usage	Address	Details of the Deed/ Agreement	Term	Rented/ Lease (Amount and Time Period)	Property Area
					February 20, 2026, to January 19, 2027, at Rs. 2,36,250 per month (exclusive of GST).	
2.	Office	Commercial Property bearing Site No.3368, (Old Site No.4) Carved in the Survey No. 16, 17, 18, 19 of Gerahalli Village and 101, 103/1, 103/2, 104/1, 105 and 106 of Hosakerehalli Village, Uttarahalli Hobli, Bangalore South Taluk, by Vishwabharathi House building Co-operatives Society Ltd., in the IV Phase of Girínagar, Bangalore	Rental Agreement	11 Months	Obtained on rental basis from Geetha G vide rent agreement dated February 4, 2026, for a period of 11 months commencing from February 04, 2026 to January 04, 2027 at Rs. 79,232 per month (exclusive of GST).	1730 Square Feet of Third Floor of RCC Roofed building and 1596 Square Feet of open terrace area
3.	Office	First Floor of No. 142, Gokul Road, Radhakrishna Nagar, Gandhi Nagar, Hubli - 580030	Leave and License Agreement	11 Months	Obtained on rental basis from Raghavendra P. Ari vide rent agreement dated February 20, 2026, for a period from February 20, 2026, to January 19, 2027, at Rs. 15,750 per month (exclusive of GST and other applicable charges, excluding maintenance).	1300 Square Feet
4.	Co-Working Space	626-1, Saravanampatti-Thudiyalur Road, Chinnavedampatti Pos, Near Ramanis Mayuri Coimbatore Tamil Nadu 641049	Office Service Agreement	11 Months	Obtained on rental basis from International Workplace Group vide service agreement dated November 25, 2025, for a period from December 1, 2025, to November 30, 2026, at Rs. 10,907 per month.	1 Seat in Co-Working Space

***** *This property is owned by the Company and have been leased to third parties on a rental basis.*

The following table sets forth the details of our Owned immovable properties:

Sr. No.	Address	Details of the Deed/ Agreement	Property Area
1	Site No. 756, 7th Block, Banashankari 6th Stage, Bangalore (Property ID No. 3320070816)	**Vendor -** M/s Lucida Technologies Pvt Ltd **Purchaser -** M/s PradeepIT Consulting Services Pvt Ltd **Consideration** - 1,50,00,000/- **Usage** – Freehold Site	3,875 sq. ft. (approx.)
2	*No. 3/1, 1st Cross, Bhuvaneshwari Nagar, Bangalore, Old Ward No. 55-Padmanabhanagar, New ward No. 183 – Chikkallasandra (Property ID -5-521-3/1)	**Vendors –** Sri. V. Chandrasekhar Naidu, Smt. V. Nagabhushanam, Smt. V. Roopa **Purchaser -** M/s PradeepIT Consulting Services Pvt Ltd **Consideration** - 3,00,00,000/- **Usage-** Leased Out	1,944 Square Feet

***** *This property is owned by the Company and have been leased to third parties on a rental basis.*

INTELLECTUAL PROPERTY

a) **APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)**

Sr.No	Description	Certificate is in the name of	Registration Number/Mark /Label	Class	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration for Trade Mark	PradeepIT Consulting Services Private Limited	6116906 PRADEEPIT	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	19.09.2023	19.09.2033
2.	Registration for Trade Mark	PradeepIT Consulting Services Private Limited	3917189 	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	15.08.2018	15.08.2028

b) **APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:**

INTELLECTUAL PROPERTY RIGHT (IPR)

Sr. No.	Description	Application No./Mark/Label	Registration in the name of	Class	Applicable Laws	Issuing Authority	Date of Application	Status
1.	Application for Trade Mark for TM Type Device	6920702 	PradeepIT Global Consulting Private Limited	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	24.03.2025	Objected
2.	Application for Trade Mark for TM Type Word	7423404 10XTA	PradeepIT Global Consulting Private Limited	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	26.12.2025	Under Examination
3.	Application for Trade Mark for TM Type Word	6139526	PradeepIT Consulting Services Private Limited	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	07.10.2023	Objected

For further details, please refer the chapter titled **"*Government and Other Statutory Approvals*"** on page no. 235 of this DRHP.

DOMAIN DETAILS:

Sr. No.	Domain Name	Name of Registrar/ IANA ID	Creation Date	Expiry Date
1.	pgcdigital.ai	GoDaddy.com, LLC/146	14.03.2025	14.03.2035

SOCIAL AND CORPORATE GOVERNANCES' INITIATIVES

At present the CSR guidelines as per the Companies Act, 2013 is not applicable to the Company. The Company will review the application of policy at regular intervals and same will be carried about strictly as per guidelines whenever the mandatory CSR will be applicable.

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KEY INDUSTRY REGULATIONS AND POLICIES

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

APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "***Government and Other Statutory Approvals***" beginning on page no. 235 of this Draft Red Herring Prospectus.

BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS

Digital Personal Data Protection Act, 2023 and DPDP Rules, 2025

The Digital Personal Data Protection Act, 2023 together with the Digital Personal Data Protection Rules, 2025 establishes the statutory framework governing the processing of digital personal data in India. The Act provides for notice-and-consent requirements, purpose and storage limitation, data-minimisation, duties of data fiduciaries and data processors, children's data safeguards, data-breach notification to the Data Protection Board, and enhanced obligations for Significant Data Fiduciaries. The Rules operationalise compliance standards relating to consent management, data-retention practices, security safeguards, grievance timelines, and cross-border transfers. Compliance with this regime is relevant for entities engaged in collecting or processing personal data of customers, employees, vendors or users through digital platforms, applications or service interfaces, and requires implementation of appropriate consent, rights-handling, security, and retention measures across data-processing activities.

Information Technology Act, 2000 and allied rules

The Information Technology Act, 2000 ("IT Act") together with its allied rules provides the legal framework for electronic records, digital signatures, cyber-security obligations, and offences relating to unauthorised access, data breaches, destruction or misuse of computer resources. The Act (including Section 43A) and the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information Rules, 2011 require body corporates handling personal or sensitive data to implement reasonable security safeguards and maintain compliant privacy policies. Compliance with the IT Act is relevant for entities operating digital platforms, processing electronic data, providing IT/ITeS services, or handling customer/employee/vendor information. Companies are required to adopt appropriate security practices, maintain system integrity, prevent unauthorised access, and ensure timely reporting and cooperation in case of cyber incidents, in readiness for the evolving cyber-regulatory framework in India.

CERT-In Directions on Cyber Security and Incident Reporting, 2022

The Indian Computer Emergency Response Team ("CERT-In"), under the IT Act, issued the CERT-In Directions on Cyber Security and Incident Reporting, 2022, which mandate entities to implement specified cyber-security controls, including mandatory reporting of cyber incidents within six hours**,** synchronisation of system clocks**,** and retention of ICT system logs in India for 180 days. The Directions also require entities using or providing cloud, VPS, VPN or data-centre services to maintain verified customer information, and designate a point of contact for coordination with CERT-In. Compliance with these Directions is relevant for organisations operating digital platforms, IT systems or network infrastructure, as they must ensure timely incident reporting, maintain technical and organisational security measures, and cooperate with CERT-In during investigations and cyber-security responses.

Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021

The Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 prescribe due-diligence requirements for intermediaries, including grievance-redressal mechanisms, timelines for content removal upon receipt of notices, user-awareness policies, reporting obligations, and compliance with government orders relating to unlawful or harmful content. Intermediaries are required to publish transparent policies, preserve user information for specified periods, and ensure prompt cooperation with law-enforcement agencies. These Rules are applicable to the extent we act as an intermediary or host user-generated content on behalf of clients**,** including where our platforms, portals, or digital interfaces allow users, customers, or agents to submit information, communications, or content during service-delivery or onboarding journeys.

The National Cyber Security Policy, 2013

The National Cyber Security Policy, 2013 (NCSP 2013) was formulated by the Ministry of Electronics and Information Technology with the objective of creating a secure and resilient cyberspace for citizens, businesses, and the Government of India. The Policy establishes a framework for the protection of information infrastructure, prescribes measures for preventing cyberattacks and managing cyber incidents, and promotes a culture of cyber security across all sectors. Key objectives of the Policy include the creation of a secure cyber ecosystem, strengthening the regulatory framework, encouraging open standards, building indigenous security capabilities, and developing effective public-private partnerships for cyber security. The Policy mandates the adoption of best practices and international standards for securing critical information infrastructure. It also envisages the establishment of a National Critical Information Infrastructure Protection Centre (NCIIPC) to safeguard critical sectors from cyber threats.

The National Cyber Security Strategy, 2021

The National Cyber Security Strategy, 2021 (NCSS 2021) was formulated by the Office of the National Security Advisor under the Data Security Council of India, with the objective of strengthening India's cyber security posture and creating a safe, secure, and resilient cyberspace. The NCSS 2021 is a comprehensive and multi-dimensional approach to cyber security, encompassing the protection of critical information infrastructure, enhancement of incident response capabilities, development of indigenous cyber security technologies, and fostering of international cooperation. The Strategy identifies key pillars including governance, legal and regulatory frameworks, critical information infrastructure protection, cyber crisis management, awareness and capacity building, research and development, and global engagement. It also emphasises the importance of adopting a risk-based approach to cyber security and integrating security-by-design principles across digital systems

National Strategy for Artificial Intelligence, 2018 and other policies made thereunder

The National Strategy for Artificial Intelligence, introduced by NITI (National Institution for Transforming India) Aayog in June, 2018, focuses on enhancing and empowering every segment of the society through AI innovations by developing scalable solutions that can address key challenges in healthcare, agriculture, education, smart cities, and infrastructure. It also emphasises the need to align India's regulatory standards with global norms to ensure that its AI technologies are globally competitive and compliant with international human rights standards.

The policy paper on Principles of Responsible AI issued in February 2021 identifies 'Principles for Responsible Management of Artificial Intelligence in India' such as principle of safety and reliability, principle of privacy and security, principle of accountability, amongst others and emphasizes the importance of establishing common acceptable behaviour among the various stakeholders in the AI ecosystem.

The report on 'Operationalising Principles for Responsible AI' issued in August 2021 lays down the role of the government in light of the risks associated with the usage of AI and emphasizes the importance of government interventions to drive AI adoption in social sectors, build trust in the technology through responsibility and accountability and improve acceptance of AI systems by the public. Further, it reiterates the need to ensure that organisations are committed to adopting responsible AI practices and adhering to standard guidelines and frameworks towards achieving it.

Karnataka IT Policy 2025-2030

The Karnataka IT Policy 2025–2030 is a strategic initiative of the Government of Karnataka aimed at reinforcing the State's position as a global technology hub while promoting balanced regional growth beyond Bengaluru. The policy focuses on emerging technologies such as artificial intelligence, blockchain, quantum computing, cybersecurity, and green IT, and seeks to substantially increase software exports, generate large-scale employment, and attract global capability centres and deep-tech investments. It provides a comprehensive package of fiscal and non-fiscal incentives—including capital subsidies, skilling and recruitment support, R&D reimbursements, power tariff concessions, and compliance facilitation—to IT/ITeS units, startups, and infrastructure developers. The policy also emphasizes the development of integrated technology clusters, innovation hubs, and Centres of Excellence across tier-2 and tier-3 cities, fostering an inclusive and future-ready digital ecosystem across Karnataka.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. With effect from April 01, 2025 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed Rs.2.5 Crore and annual turnover does not exceed Rs. 10 Crore; Small enterprise, where the investment in plant and machinery does not exceed Rs.25 crore and annual turnover does not exceed Rs. 100 Crore; a medium enterprise, where the investment in plant and machinery does not exceed Rs. 125 crore and annual turnover does not exceed Rs. 500 Crore.

ENVIRONMENT RELATED LEGISLATION

The Environment Protection Act, 1986 and The Environment (Protection) Rules, 1986
The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for coordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures such as plants, micro-organisms and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

E-Waste (Management) Rules, 2022

The E-Waste (Management) Rules, 2022, effective from 01.04.2023, establish the regulatory framework for management, collection, transportation, storage, and environmentally sound disposal of electronic waste in India, and introduce an updated Extended Producer Responsibility (EPR) regime applicable to producers, manufacturers, refurbishers, and recyclers of electrical and electronic equipment. The Rules also impose obligations on bulk consumers regarding channelisation of e-waste and record-keeping of disposal activities. These Rules are applicable to the extent we operate as a bulk consumer of electronic equipment**,** requiring that end-of-life IT hardware such as laptops, servers, networking equipment, and peripherals be disposed of only through authorised recyclers or collection centres, with appropriate documentation and compliance with state-level environmental requirements, including those enforced in Karnataka.

National Environmental Policy, 2006

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of the National Environmental Policy:

- Conservation of Critical Environmental Resources

- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

TAX RELATED LEGISLATIONS

The Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976

The Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976 is the legislation that governs the levy and collection of professional tax within the State of Karnataka. Under this Act, professional tax is imposed on individuals engaged in any profession, trade, calling, or employment, as specified in the Schedule to the Act. Every employer is required to deduct professional tax from the salary or wages payable to employees and remit the same to the prescribed authority, and must obtain a Certificate of Registration for this purpose. Individuals who are self-employed or engaged independently in professional activities are required to obtain a Certificate of Enrolment and pay professional tax directly. The Act also provides for assessment, payment procedures, exemptions, penalties for non-compliance, and the regulatory framework for enforcement of the levy.

Income Tax Act, 2025

The Income Tax Act, 2025 ("Income Tax Act") (effective from 1 April 2026) replaces the Income Tax Act, 1961 and is applicable to every domestic as well as foreign company whose income is chargeable to tax in India, based on its residential status and nature of income. The Income Tax Act continues to govern all major heads of income such as business income, capital gains, and other sources, while introducing a simplified structure and the concept of a single "tax year," instead of financial year and Assessment year thereby easing compliance and reporting for companies. Every company is mandatorily required to file its income tax return within the prescribed due date for each tax year, along with maintaining proper books of accounts and supporting documentation for accurate computation of income.

Further, companies are required to comply with key provisions relating to Tax Deducted at Source (TDS), advance tax payments, and Minimum Alternate Tax (MAT). The Income Tax Act also emphasized on digital compliance, including faceless assessments and electronic filings, ensuring greater transparency and efficiency. Additionally, enhanced disclosure requirements relating to financial transactions, foreign assets, and digital or virtual assets have been incorporated.

The Goods and Services Tax Act, 2017

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

The Customs Act, 1962

The Customs Act, 1962, along with the rules, regulations and notifications issued thereunder, governs the levy and collection of customs duties on import and export of goods in India. The Act, inter alia, regulates classification and valuation of goods, assessment and payment of customs duties, exemptions, procedures for import and export, and compliance requirements applicable to importers and exporters. Compliance with the provisions of the Customs Act, 1962 is relevant to the Company to the extent it undertakes import or export of goods in the ordinary course of its business.

The Customs Tariff Act, 1975

The Customs Tariff Act, 1975, along with the rules, regulations and notifications issued thereunder, provides for the classification of goods and the rates of customs duties applicable to import and export of goods in India. The Act, inter alia, prescribes the First Schedule and Second Schedule to the Customs Tariff, including applicable basic customs duty, additional duties and safeguard duties, as may be notified from time to time. Compliance with the provisions of the Customs Tariff Act, 1975 is relevant to the Company to the extent it undertakes import or export of goods in the ordinary course of its business.

EMPLOYMENT AND LABOUR LAWS

The Karnataka Shops and Establishments Act, 1961

The Karnataka Shops and Establishments Act, 1961 ("Karnataka S&E Act") governs the regulation of working and employment conditions of workers employed in shops, commercial establishments, and other establishments in the State of Karnataka. The Act provides for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of establishments, and other rights and obligations of employers and employees. Under the provisions of the Act, every shop and commercial establishment operating in Karnataka is required to obtain registration from the appropriate authority within the prescribed period. Establishments are also required to display notices relating to weekly holidays and maintain records prescribed under the Act. Non-compliance with the Act may result in monetary penalties and prosecution, and the Act further provides procedures for inspection, enforcement and appeal against orders passed by the authorities.

Karnataka Labour Welfare Fund Act, 1965

The Company is subject to the provisions of the Karnataka Labour Welfare Fund Act, 1965, which provides for the constitution of a Labour Welfare Fund to finance activities promoting the welfare of employees, including healthcare, education, housing, and social security measures. The Act applies to establishments in the State of Karnataka employing persons within its scope, including commercial establishments such as information technology and IT-enabled services companies.

Pursuant to the Act read with the Karnataka Labour Welfare Fund Rules, the Company is required to make periodic contributions to the Labour Welfare Fund in respect of its eligible employees, along with a corresponding employer contribution, at the rates notified by the Government of Karnataka from time to time. The contributions are typically remitted on a half-yearly basis within the prescribed timelines, and the Company is required to maintain records and file prescribed returns with the designated authority.

Non-compliance with the provisions of the Act, including failure to remit contributions or submit returns within the stipulated time, may attract penalties, interest, and other actions by the labour authorities. The Company has implemented processes to ensure timely compliance with the applicable provisions of the Act and the rules made thereunder.

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

The Wages Code received the assent of the President of India on 08.08.2019, and the provisions of the Code came into effect from 21.11.2025, after being notified in the Official Gazette by the Central Government. The Wages Code has replaced the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976.

The Wages Code extends to the whole of India and regulates minimum wages, floor wages, payment of wages, permissible deductions, bonus and equal remuneration. It introduces a harmonised definition of "wages", prohibits discrimination on grounds of gender in matters of wages and recruitment for the same work or work of a similar nature, and confers a statutory right to minimum wages for all employees, supported by a national floor wage below which State minimum wages cannot fall. The Wages Code also provides for advisory boards, an Inspector-cum-Facilitator based compliance regime, maintenance of prescribed registers and issuance of wage slips, and offences and penalties for non-compliance

The Occupational Safety, Health and Working Conditions Code, 2020 (the "OSHWC Code")

The OSHWC Code is a central legislation enacted to consolidate and amend the laws regulating the occupational safety, health and working conditions of persons employed in an establishment; it received the assent of the President of India on 28.09.2020 and, pursuant to a notification issued by the Ministry of Labour and Employment, has been brought into force with effect from 21.11.2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws. The OSHWC Code replaces and subsumes 13 central enactments relating to safety, health and working conditions, including, among others, the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Mines Act, 1952, the Plantations Labour Act, 1951, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, the Motor Transport Workers Act, 1961, the Beedi and Cigar Workers (Conditions of Employment) Act, 1966 and laws governing dock workers, working journalists, cine-workers and sales promotion employees, subject to repeal-and-savings provisions that preserve existing rules and notifications to the extent they are not inconsistent with the Code.

The OSHWC Code applies, inter alia, to establishments employing 10 or more workers and to all mines and docks, as well as to specified categories such as factories, building and other construction works, plantations, motor transport undertakings, audio-visual production units and newspaper establishments, and requires eligible establishments to obtain registration (with deemed migration of existing registrations), comply with notified occupational safety and health standards, provide a safe working environment and prescribed welfare facilities, conduct periodic medical examinations including free annual health check-ups for specified employees, issue letters of appointment to all employees, and report certain accidents, dangerous occurrences and notified occupational diseases. It also contains specific provisions on working hours, leave and overtime, engagement and conditions of contract labour and inter-State migrant workers, and employment of women (including in night shifts and in all types of work subject to consent and prescribed safeguards), and establishes an Inspector-cum-Facilitator and advisory board framework for enforcement and standard-setting.

The OSHWC Code also provides for registration of applicable establishments, maintenance of safe and healthy working environment and welfare facilities, engagement and treatment of contract labour and inter-State migrant workers, employment of women, and maintenance of prescribed registers, records and returns and timely reporting of accidents, dangerous occurrences and occupational diseases.

The Industrial Relations Code, 2020 (the "IR Code")

The IR Code is a central legislation enacted to consolidate and amend the laws relating to trade unions, conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes; it received the assent of the President of India on 28.09.2020 and, pursuant to notifications issued by the Ministry of Labour and Employment, has been brought into force with effect from 21.11.2025.

The IR Code consolidates and replaces three key enactments, namely (i) the Industrial Disputes Act, 1947, (ii) the Trade Unions Act, 1926, and (iii) the Industrial Employment (Standing Orders) Act, 1946. It extends to the whole of India and, among other matters, provides a unified framework for (i) registration, governance and recognition of trade unions, including recognition of a negotiating union or negotiating council in industrial establishments having multiple unions; (ii) constitution of bi-partite forums such as Works Committees and Grievance Redressal Committees in establishments above prescribed thresholds; (iii) certification, modification and deemed adoption of standing orders in industrial establishments employing 300 or more workers, aligned with central model standing orders; and (iv) mechanisms for conciliation, voluntary arbitration and adjudication of industrial disputes by Industrial Tribunals and the National Industrial Tribunal.

The IR Code also introduces provisions on fixed term employment with parity of wages and benefits vis-à-vis permanent workers and gratuity eligibility after one year, prescribes conditions and procedures for strikes and lock-outs, and revises the regime governing lay-off, retrenchment and closure in certain industrial establishments, including a higher statutory threshold (currently 300 workers, with power for States to increase this limit) for prior government approval for lay-off, retrenchment and closure, while defining "worker" and "employee" broadly to cover a wider segment of the workforce and prohibiting unfair labour practices.

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

The Social Security Code is a central legislation enacted to modernise and consolidate the laws relating to social security with the objective of extending social security coverage to employees and workers in the organised, unorganised, gig and platform sectors across India; it received the assent of the President of India on 28.09.2020 and, pursuant to a notification issued by the Ministry of Labour and Employment under Section 1(3), has been brought into force with effect from 21.11.2025.

The Social Security Code consolidates and replaces nine central enactments, including the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine Workers Welfare Fund Act, 1981, the Building and Other Construction Workers Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. Among other matters, it provides the framework for social security schemes relating to provident fund, pension and deposit-linked insurance, employees' state insurance, maternity benefits, gratuity, employee compensation and welfare of building and other construction workers, as well as social security schemes for unorganised workers, gig workers and platform workers, and establishes or continues social security organisations such as the Central Board of Trustees of the Employees' Provident Fund, the Employees' State Insurance Corporation, the National and State Social Security Boards for unorganised workers and State Building and Other Construction Workers' Welfare Boards.

The Social Security Code also contemplates electronic registration of establishments, technology-enabled record-keeping and benefit delivery, and empowers the Central and State Governments to extend the application of EPF, ESIC and other schemes to additional classes of establishments and workers.

The Social Security Code and the rules and schemes framed thereunder, provides for registration of eligible establishments, enrolment of employees under the Employees' Provident Fund and Employees' State Insurance schemes, payment of employer and employee contributions, provision of statutory gratuity, maternity and employee compensation benefits, facilitation of social security for eligible contract, unorganised, gig or platform workers engaged in its operations, and maintenance of prescribed records and returns, and any non-compliance may result in interest, penalties and other enforcement action.

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

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

The Child Labour and Adolescents (Prohibition and Regulation) Act, 1986 (the "CLPR Act")

The CLPR Act seeks to prohibit the engagement of children below the age of 14 years in certain occupations and to regulate the conditions of work of children in certain other occupations. The CLPR Act prohibits the employment of children below 14 years of age in any establishment, and restricts the employment of adolescents (persons between 14 and 18 years of age) in hazardous occupations and processes as specified in the Schedule to the CLPR Act. Any violation of the provisions of the CLPR Act is punishable with imprisonment and/or fine, and repeat offences attract enhanced penalties.

INTELLECTUAL PROPERTY LEGISLATIONS

Trademarks Act, 1999 ("TM Act")

The Trademarks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes

as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

FOREIGN INVESTMENT LAWS

Foreign Trade (Development and Regulation) Act, 1992

The FTDRA is the main legislation concerning foreign trade in India. The FTDRA, read along with the Foreign Trade (Regulation) Rules, 1993, 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. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDRA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDRA.

Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

Foreign Exchange Management Act, 1999 and Foreign Exchange (Non-Debt Instruments) Rules, 2019

The Foreign Exchange Management Act, 1999 ("FEMA") and the rules, regulations and notifications issued thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("NDI Rules"), govern foreign exchange transactions and foreign investment in India. FEMA and the NDI Rules regulate, inter alia, foreign direct investment, issuance and transfer of equity instruments to non-residents, sectoral caps, pricing guidelines and reporting requirements applicable to Indian companies. Compliance with FEMA and the NDI Rules is required in relation to receipt of foreign investment, if any, and dealings with non-resident investors, including compliance with applicable reporting and regulatory requirements. The Company is required to ensure compliance with the provisions of FEMA and the NDI Rules to the extent applicable.

Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from 15.10.2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India ("RBI") also issues Master Directions Foreign Investment in India

and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated 04.01.2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

The Foreign Trade Policy 2023

The Foreign Trade Policy 2023 provides the framework for regulating and facilitating India's imports and exports and is administered by the Directorate General of Foreign Trade. It provides for various measures and schemes for export promotion and trade facilitation, including Advance Authorisation, Export Promotion Capital Goods and other duty remission and exemption schemes, subject to applicable eligibility conditions. The Policy also governs import and export of specified goods in accordance with the applicable ITC (HS) classification and conditions prescribed by the Directorate General of Foreign Trade**.**

GENERAL LAWS

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the following are also applicable to our Company:

The Companies Act, 2013 ("Companies Act")

The Companies Act, 2013 as amended consolidates and regulates the law relating to companies in India. The Act, inter alia, provides for incorporation, management, governance, audit and winding up of companies and prescribes duties and liabilities of directors and officers. It also sets out requirements relating to disclosure, corporate governance, accounts and investor protection. Compliance with this Act is relevant for all corporate entities, their management and shareholders.

The Indian Contract Act, 1872 ("Contract Act")

The Indian Contract Act, 1872 as amended governs contracts and agreements enforceable by law in India. The Act, inter alia, provides for the essentials of a valid contract, performance and breach of contracts, contracts relating to indemnity, guarantee, bailment, pledge and agency. It defines the rights and obligations of contracting parties and remedies for breach. Compliance with this Act is relevant for entities entering into commercial agreements in the course of business.

The Negotiable Instruments Act, 1881 ("NI Act")

The Negotiable Instruments Act, 1881 as amended regulates promissory notes, bills of exchange and cheques and defines the rights and obligations of parties thereto. The Act, inter alia, provides for the recognition of negotiable instruments, endorsement, transferability and penalties for dishonour of cheques. It prescribes criminal liability for dishonour of cheques due to insufficiency of funds and enables summary trial procedures. Compliance with this Act is relevant for entities issuing or accepting negotiable instruments in the course of business.

The Consumer Protection Act, 2019 ("CPA")

The Consumer Protection Act, 2019 consolidates provisions relating to consumer rights, protection and dispute redressal. The Act, inter alia, provides for establishment of Consumer Commissions, product liability, unfair trade practices, misleading advertisements and e-commerce rules. It empowers consumers to seek compensation against defective goods or deficient services. Compliance with this Act is relevant for entities engaged in sale of goods or provision of services including through digital platforms.

The Transfer of Property Act, 1882 ("TPA")

The Transfer of Property Act, 1882 as amended regulates the transfer of immovable property in India. The Act, inter alia, provides for sale, mortgage, lease, exchange and gift of property and prescribes the rights and obligations of

transferors and transferees. It governs conditions, restrictions and formalities relating to such transfers. Compliance with this Act is relevant for entities involved in acquisition, disposal or development of immovable property.

The Arbitration and Conciliation Act, 1996 ("Arbitration Act")

The Arbitration and Conciliation Act, 1996 as amended provides the legal framework for arbitration, conciliation and related alternative dispute resolution mechanisms in India. The Act, inter alia, provides for recognition and enforcement of arbitration agreements, conduct of arbitral proceedings and enforceability of domestic and foreign awards. It incorporates provisions aligned with UNCITRAL Model Law and prescribes timelines for expeditious disposal. Compliance with this Act is relevant for entities entering into contracts containing arbitration clauses or subject to arbitration proceedings.

The Sale of Goods Act, 1930 ("SOGA")

The Sale of Goods Act, 1930 as amended regulates contracts relating to sale of goods in India. The Act, inter alia, provides for conditions and warranties in contracts of sale, transfer of ownership, rights and duties of buyer and seller and remedies in case of breach. It governs implied conditions such as title, quality and fitness of goods. Compliance with this Act is relevant for entities engaged in sale or purchase of goods in the ordinary course of business.

The Registration Act, 1908 ("Registration Act")

The Registration Act, 1908 as amended provides for registration of documents relating to immovable property and certain other instruments. The Act, inter alia, prescribes documents compulsorily registrable, procedures for presentation, time limits and effects of non-registration. It ensures public notice of transactions and maintains records affecting property rights. Compliance with this Act is relevant for entities executing property-related documents or transactions.

The Electricity Act, 2003

The Electricity Act, 2003 provides the legal framework for generation, transmission, distribution, trading and use of electricity in India and seeks to promote competition, protect consumer interests and ensure supply of electricity to all areas. The Act regulates licensing requirements for distribution and transmission of electricity, open access to transmission and distribution networks, determination of tariffs, and standards of performance and safety. Industrial establishments consuming electricity are required to comply with applicable provisions of the Act, regulations issued by the relevant State Electricity Regulatory Commission and conditions imposed by the distribution licensee, including requirements relating to electricity connections, metering, payment of charges and adherence to safety standards. Non-compliance with the provisions of the Electricity Act or regulations made thereunder may attract penalties and other enforcement action in accordance with applicable law.

The Code of Civil Procedure, 1908

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised.

The Code does not affect any special or local laws nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

The Bharatiya Nyaya Sanhita, 2023 ("BNS")

The Bharatiya Nyaya Sanhita, 2023 consolidates and replaces the Indian Penal Code, 1860 and inter alia provides the substantive criminal law in India. The Act defines offences, prescribes punishments and sets out liability for individuals and entities. Key provisions cover offences against the State, human body, property, documents and cyber-

enabled crimes along with penalties for corporate fraud and misconduct. Compliance with this Act is relevant for entities and their management in the context of criminal liability, fraud prevention and corporate governance.

The Bharatiya Nagarik Suraksha Sanhita, 2023 ("BNSS")

The Bharatiya Nagarik Suraksha Sanhita, 2023 replaces the Code of Criminal Procedure, 1973 and lays down the procedural framework for investigation, trial and adjudication of offences. The Act, inter alia, provides for registration of FIRs, powers of investigation, rights of the accused, trial processes and mechanisms for appeal. It also introduces timelines for filing chargesheets and mandates use of technology in investigation and trial. Compliance with this Act is relevant for entities in relation to criminal proceedings against them or their personnel.

The Bharatiya Sakshya Adhiniyam, 2023 ("BSA")

The Bharatiya Sakshya Adhiniyam, 2023 replaces the Indian Evidence Act, 1872 and governs the admissibility and relevancy of evidence in judicial proceedings. The Act, inter alia, provides for documentary, oral, electronic and digital evidence and prescribes rules for burden of proof, examination of witnesses and evidentiary value of records. Compliance with this Act is relevant for entities in connection with legal proceedings involving documentary and electronic records.

The Indian Stamp Act, 1899 and Karnataka Stamp Act, 1957

The purpose of The Indian Stamp Act,1899 was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Government of Karnataka is empowered to prescribe or alter the stamp duty as per its need.

The Specific Relief Act, 1963

The Specific Relief Act, 1963 governs the grant of specific relief by courts in India, including remedies such as specific performance of contracts, injunctions and declaratory relief. The Act, inter alia, prescribes the circumstances under which such relief may be granted or refused and the manner of enforcement of civil rights. Compliance with the provisions of the Specific Relief Act, 1963 is relevant to the Company in relation to enforcement of its contractual and legal rights.

The Competition Act, 2002

The Competition Act, 2002 governs competition law in India and seeks to prevent practices having an appreciable adverse effect on competition, promote and sustain competition in markets and protect the interests of consumers. The Act, inter alia, regulates anti-competitive agreements, abuse of dominant position and combinations, and provides for the establishment of the Competition Commission of India. Compliance with the provisions of the Competition Act, 2002 is relevant to the Company to the extent applicable in relation to its business operations and market conduct.

The Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016, as amended, consolidates and amends the laws relating to reorganisation and insolvency resolution of corporate persons, partnership firms and individuals in a time-bound manner for maximisation of the value of assets. The IBC, inter alia, provides for the corporate insolvency resolution process, fast-track insolvency resolution, voluntary liquidation, and adjudication of insolvency proceedings by the National Company Law Tribunal ("NCLT"). The IBC also establishes the Insolvency and Bankruptcy Board of India ("IBBI") for the regulation of insolvency professionals, insolvency professional agencies and information utilities. As a corporate entity, our Company is subject to the provisions of the IBC and the regulations framed thereunder.

HISTORY AND CORPORATE STRUCTURE

COMPANY'S BACKGROUND

The company, originally named as "PradeepIT Consulting Services Private Limited" at Bangalore, Karnataka, was incorporated as a Private Limited company under the Companies Act, 2013, vide Corporate Identification Number (CIN) U74999KA2016PTC093587, pursuant to a certificate of incorporation dated 25.05.2016, issued by the Deputy Registrar of Companies, Central Registration Centre. In 2024, the name of the company was changed to "PradeepIT Global Consulting Private Limited" pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 06.05.2024 and vide certificate dated 27.06.2024 issued by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre to better reflect the Company's evolving business activities and its plans for global expansion. In 2026. our company was converted into a public limited company pursuant to a special resolution passed in the Extraordinary General Meeting of the Shareholders held on 31.07.2026, and a fresh certificate of incorporation was issued in the name of "PradeepIT Global Consulting Limited" dated 24.09.2026 vide Corporate Identification Number (CIN) U74999KA2016PLC093587 by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre.

Our Company is an Information Technology ("IT") services and consulting organisation engaged in providing enterprise technology solutions, technology consulting and IT-enabled services to clients across India and international markets. We conduct our operations through our principal delivery centre located in Bangalore, Karnataka, India, supported by our subsidiaries in the United States of America and Singapore. As on the date of this Draft Red Herring Prospectus, we provide technology consulting and implementation services to Indian and overseas enterprises operating across diverse industry sectors.

Our business primarily comprises assisting organisations in the implementation, integration, modernisation and management of enterprise applications and technology infrastructure. We support our clients throughout various stages of their technology lifecycle, including technology consulting, solution architecture, implementation, migration, integration, customisation, application support, managed services and IT-enabled services. Depending upon the nature and scope of an engagement, our services may extend from advisory and implementation to post-deployment support and long-term application management.

For further details, please refer to the chapter titled ***"Business Overview"*** on page no. 142 of this Draft Red Herring Prospectus.

REGISTERED OFFICE

Registered Office of the Company is presently situated at No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore, G.P.O., Bangalore, Bangalore North-560001, Karnataka, India. Except as disclosed below, there has been no change in the Registered Office of our Company since the date of incorporation:

Date of Change in the registered office	Details of change in registered office	Reason for change in Registered office
At the time of Incorporation	No 28, 6TH Main, 6TH Cross, K NO.43, Hosapalya, Bangalore-560068, Karnataka, India.	-
02.12.2025	No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore, G.P.O., Bangalore, Bangalore North-560001, Karnataka, India.	Administrative Purpose

MAJOR EVENTS

The table below sets forth some of the key events in the history of our Company.

Year/ Period	Key Events/ Milestone/ Achievement
2016	Incorporated as a Private limited company.
2023	Formation of PradeepIT Global Consulting (Sea) Pte. Ltd, as a subsidiary of the Company.
2023	Formation of Stackglobe Softwares Private Limited**,** as a subsidiary of the Company.
2024	Formation of Suaatas Tech Solutions Private Limited, as a subsidiary of the Company.

Year/ Period	Key Events/ Milestone/ Achievement
2024	Obtained CMMI Maturity Level -3 (Capability Maturity Model Integration) for Providing IT Services
2024	Formation of PradeepIT Global Consulting (America) Inc., as a subsidiary of the Company.
2024	Formation of Aptness IT Solutions Private Limited**,** as a subsidiary of the Company.
2024	Formation of Nirdhacloud Innovation Private Limited, as a subsidiary of the Company.
2025	Received Millennium Brilliance Awards
2025	Disinvestment of entire shareholding in Nirdhacloud Innovation Private Limited, Suaatas Tech Solutions Private Limited and Aptness IT Solutions Private Limited.
2026	Obtained ISO 9001:2015 in accordance with the requirements of Quality Management System Standard.
2026	Obtained ISO/IEC 27001:2022 in accordance with the requirements of information security management system Standard.
2026	Conversion from Private limited company to Public Limited company.
2026	Disinvestment of entire shareholding in Stackglobe Softwares Private Limited.

SIGNIFICANT STRATEGIC OR FINANCIAL PARTNERS

The Company does not have entered into financial and strategic arrangements as on the date of filing this Draft Red Herring Prospectus.

TIME/ COST OVERRUN IN SETTING UP PROJECTS

Our Company is not having any time/ cost overrun in setting up projects as on the date of filing this Draft Red Herring Prospectus.

CAPACITY OR FACILITY CREATION AND LOCATIONS OF PLANTS

Our company operates in service sector, so capacity and utilisation are not applicable to us. For further details of its operations and geographical presence, please refer to the head *"Properties"* under chapter titled ***"Business Overview"*** on page no. 142 of this Draft Red Herring Prospectus.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY IN NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS

For details of key products offered by our Company, entry into new geographies or exit from existing markets please refer the chapter titled ***"Business Overview"*** on page no. 142 of this Draft Red Herring Prospectus.

DEFAULTS OR RESCHEDULING/ RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS

There have been no defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks in respect of our current borrowings as on the date of this Draft Red Herring Prospectus.

MATERIAL ACQUISITIONS/ AMALGAMATIONS/ MERGERS/ REVALUATION OF ASSETS/ DIVESTMENT OF BUSINESS/ UNDERTAKING IN LAST TEN YEARS

During the financial year 2022-23, the Company acquired a 90.00% stake in PradeepIT Global Consulting Private Limited (SEA), Singapore, on 21.01.2023, through the subscribers to the Memorandum of Association (MOA).

During the financial year 2023-24, the Company acquired a 55.00% stake in Stackglobe Softwares Private Limited on 18.09.2023, a 55.00% stake in Nirdhacloud Innovation Private Limited on 30.01.2024, and a 60.00% stake in Suaatas Tech Solutions Private Limited on 01.02.2024, in each case through the subscribers to the MOA.

During the financial year 2024-25, the Company acquired a 55.00% stake in Aptness IT Solutions Private Limited on 01.05.2024, and a 90.00% stake in PradeepIT Global Consulting (America) Inc. on 24.05.2024, in each case through the subscribers to the MOA.

Subsequently, our company disinvested its entire shareholding and the Company's shareholding in Stackglobe Softwares Private Limited on 28.09.2026 and in Nirdhacloud Innovation Private Limited, Suaatas Tech Solutions Private Limited and Aptness IT Solutions Private Limited on 07.04.2025 ceased, and accordingly, these entities are no longer subsidiaries or associate of the Company.

As on the date of filing of this Draft Red Herring Prospectus, the Company has two subsidiaries, namely PradeepIT Global Consulting Private Limited (Sea), Singapore, in which it holds a 90.00% stake and PradeepIT Global Consulting (America) Inc. in which it holds a 90.00% stake.

SERVICE CONTRACT ACQUISITION

During the financial year 2024-25, The company has entered into a Service Contract Agreement dated 13.12.2024, with Klaus IT Solutions Private Limited for the acquisition of its Information Technology Enabled Services ("ITES") business pertaining to Bosch Global Software Technologies Private Limited. The acquisition involved the transfer and novation of the existing service contracts, along with the transfer of approximately 145 to 152 direct employees associated with the said business, including six support employees. The total consideration for the acquisition was ₹450.00 lakh subject to the terms and conditions of the Service Contract Agreement.

MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The object clause of the Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised in the present Offer. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

(i) To carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data center management and in providing consultancy services in all above mentioned area.

(ii) To offer training and consultancy through live, instructor-led courses like Java, JEE, Spring Framework, Android, Web-service and other Open source and proprietary courses and certification that cater mainly to working professionals to enhance their skills.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Below is the list of dates along with the details on which the memorandum of association of our company has been amended in the last 10 years.

- **Name Clause**

The Following changes have been made in Name Clause of our Company in last 10 years:

Date of Approval of Shareholders	Particulars	Reason
At the time of incorporation	The name of our company was "PradeepIT Consulting Services Private Limited" at the time of incorporation.	Not Applicable
06.05.2024	The name of our company was changed from "PradeepIT Consulting Services Private Limited" to "PradeepIT Global Consulting Private Limited".	Pursuant to name change of the Company.
31.07.2026	The name of our company was changed from "PradeepIT Global Consulting Private Limited" to "PradeepIT Global Consulting Limited".	Pursuant to conversion from private limited company to public limited company

- **Authorized Capital**

The following changes have been made in the authorized capital clause in last 10 years:

Date of Approval of Shareholders	Particulars
At the time of incorporation	The Authorized Share Capital was ₹1.00 Lakhs (One Lakhs) divided into 10,000 (Ten thousand) Equity shares of Rs. 10 (Rupees Ten only) each.
26.09.2018	The Authorized Share Capital increased from ₹ 1.00 Lakhs divided into 10,000 (Ten thousand) Equity Shares of ₹ 10/- each to ₹ 10.00 Lakhs divided into 1,00,000 (One Lakhs) Equity Shares of ₹ 10/- each.
30.04.2026	The Authorized Share Capital increased from ₹10.00 Lakhs divided into 1,00,000 (One Lakhs) Equity Shares of ₹10/- each to ₹650.00 Lakhs divided into 65,00,000 (Sixty-Five Lakhs) Equity Shares of ₹10/- each.
28.07.2026	Clause V of MOA was amended to reflect sub-division in the Share Capital of our Company, pursuant to which the existing Authorized Share Capital of our Company i.e. ₹ 650.00 Lakhs divided into 65,00,000 (Sixty-Five Lakhs) Equity Shares of ₹ 10/- each was sub-divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of ₹ 5/- each aggregating to ₹ 650.00 Lakhs.

DETAILS REGARDING OUR SUBSIDIARY COMPANY

As on the date of filing of this Draft Red Herring Prospectus, Our Company has Two Foreign Subsidiaries company, namely PradeepIT Global Consulting (Sea) Pte. Ltd and PradeepIT Global Consulting (America) Inc.

PradeepIT Global Consulting (SEA) PTE. Ltd.

a) Corporation Information

The company, originally named as "PradeepIT Global Consulting (Sea) Pte. Ltd." was incorporated as a private limited company on 20.01.2023 under the laws of Republic of Singapore having registered office of company is situated at 7 Temasek Boulevard 12-07 Suntec Tower One Singapore (038987). PradeepIT Global Consulting Limited holds 9,000 Shares comprising 90.00% of the total paid up share of the PradeepIT Global Consulting (Sea) Pte. Ltd. as on the date of this Draft Red Herring Prospectus.

b) Nature of Business

PradeepIT Global Consulting (Sea) Pte. Ltd. is a Singapore-based IT consulting and systems integration company specialising in the SAP ecosystem, with a focus on enterprise digital transformation and technology-enabled business solutions. The Subsidiary provides end-to-end SAP Customer Experience ("SAP CX") implementation and multi-country rollout services, including solution design, configuration, data migration, system integration, testing, deployment and post-go-live stabilisation. It also provides Application Management Services ("AMS"), covering ongoing application support, incident management, system monitoring, enhancements, change requests and release and patch management for customers' SAP environments. In addition, PGC SEA provides SAP HANA-based analytics services, including data modelling, reporting, dash boarding and analytics solutions that enable customers to derive business and operational insights from their SAP data.

The Subsidiary primarily operates on a business-to-business model and undertakes engagements directly with enterprise and multinational customers, including customers with regional headquarters or operations in Singapore. Its engagements may be structured on fixed-price, milestone-based or time-and-materials arrangements, while AMS engagements generally provide recurring revenue under longer-term service contracts. Through its Singapore base, PGC SEA is positioned to serve customers across Asia-Pacific ("APAC") and, where applicable, the Middle East and North Africa ("MENA") regions, including multi-country implementation and application support requirements.

c) Capital Structure

The Issued share capital and Paid-up Share Capital of PradeepIT Global Consulting (Sea) Pte. Ltd. is SGD 10,000 of 10,000 Shares.

d) Shareholding of the Issuer company

PradeepIT Global Consulting Limited holds 9,000 Shares in PradeepIT Global Consulting (Sea) Pte. Ltd. Comprising of 90.00% of the stake of the PradeepIT Global Consulting (Sea) Pte. Ltd. as on the date of this Draft Red Herring Prospectus.

e) Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiaries that have not been accounted for or consolidated by our Company.

PradeepIT Global Consulting (America) Inc.

a) Corporation Information

The company, originally named as "PradeepIT Global Consulting (America) Inc." was incorporated on 23.05.2024 as a company in the United States of America. The registered office of the company is situated at 7901 4th St N STE 300 St. Petersburg, Florida 33702-4399-758. PradeepIT Global Consulting Limited holds 900 Shares comprising 90.00% of the stake of the PradeepIT Global Consulting (America) Inc. as on the date of this Draft Red Herring Prospectus.

b) Nature of Business

PradeepIT Global Consulting (America) Inc. is engaged in providing specialised, technology-enabled business-to-business services supporting the development, training, evaluation and enhancement of large language models ("LLMs") and artificial intelligence ("AI") systems. The Company leverages a diverse pool of skilled and trained professionals, including subject matter experts, engineers, linguists, business analysts and domain specialists, to address the specific requirements of its customers across projects and use cases. Its service portfolio encompasses LLM training and fine-tuning support, including generation, evaluation and comparative assessment of model responses and structured feedback; prompt engineering and refinement; business analysis and domain-specific evaluation across areas such as finance, legal, healthcare and software engineering; critical thinking, reasoning and problem-solving assessments; and user acceptance and model alignment testing. The Company undertakes the end-to-end sourcing, screening, on boarding and deployment of personnel and oversees project execution, quality control and performance against agreed service requirements. Through its domain-led and technology-enabled delivery model, the Company seeks to provide scalable and quality-focused services aligned with the evolving requirements of its customers. The Company primarily operates on business-to-business model and derives revenue from these services pursuant to master services agreements, statements of work and other contractual arrangements entered into with its customers.

c) Capital Structure

The Issued share capital and Paid-up Share Capital of PradeepIT Global Consulting (America) Inc is USD 1000 of 1000 Shares.

d) Shareholding of the Issuer

PradeepIT Global Consulting Limited holds 900 Shares comprising 90.00% of the stake of the PradeepIT Global Consulting (America) Inc. as on the date of this Draft Red Herring Prospectus.

e) Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiaries that have not been accounted for or consolidated by our Company.

DETAILS REGARDING OUR HOLDING COMPANY:

As on the date of this Draft Red Herring Prospectus, our Company is not a subsidiary of any company.

DETAILS REGARDING OUR ASSOCIATES COMPANY:

Our Company does not have any Associate Company as on the date of this Draft Red Herring Prospectus.

OTHER DETAILS REGARDING OUR COMPANY

For information relating on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to the chapters titled ***"Business Overview"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** on page no. 142 and 211 of this Draft Red Herring Prospectus. For details relating to our Board of Directors, Key Managerial Personnel and managerial competence, please refer to the chapter titled ***"Our Management"*** on page no. 184 of this Draft Red Herring Prospectus. For details relating to our shareholding pattern, capital structure and related matters, please refer to the chapter titled ***"Capital Structure"*** on page no. 90 of this Draft Red Herring Prospectus.

RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

Except as disclosed in the chapter entitled **"*Capital Structure*"** and **"*Restated Financial Statements*"** on page no.90 and 207 respectively of this Draft Red Herring Prospectus our company has not raised any other capital in form of equity or debt.

CHANGES IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS

There have been **no material changes in the activities of our Company during the last five (5) years**, except for the changes highlighted in earlier para with heading *"Amendments to the Memorandum of Association"* with regards to change in capital clause and name clause of the company, which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

INJUNCTION AND RESTRAINING ORDER

Our Company is not under any injunction or restraining order, as on date of filing of this Draft Red Herring Prospectus.

MANAGERIAL COMPETENCE

For managerial competence, please refer to the chapter **"*Our Management*"** on page no. 184 of this Draft Red Herring Prospectus.

TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Draft Red Herring Prospectus, the total numbers of equity shareholders are seven. For more details on the shareholding of the shareholders, please see the chapter titled ***"Capital Structure"*** on page no. 90 of this Draft Red Herring Prospectus.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholder's agreement as on the date of filing this Draft Red Herring Prospectus.

AGREEMENT WITH KEY MANAGERIAL PERSONNEL OR DIRECTORS OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY:

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

AGREEMENTS THAT MAY IMPACT THE MANAGEMENT OR CONTROL OF OUR COMPANY OR IMPOSE ANY RESTRICTION OR CREATE ANY LIABILITY UPON OUR COMPANY

As of the date of this Draft Red Herring Prospectus, there are no agreements entered into by the Shareholders, Promoters, Promoter Group entity, related parties, Directors, KMPs, employees of our Company or of our Subsidiaries, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, whether or not our Company is a party to such agreements.

COLLABORATION AGREEMENTS:

As on date of this Draft Red Herring Prospectus, Our Company is not a party to any collaboration agreements.

LOCK OUTS OR STRIKES

There have been no lock outs or strikes at any of the location of our Company as on the date of this Draft Red Herring Prospectus.

MATERIAL AGREEMENT:

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

PENDING LITIGATION INVOLVING THE GROUP COMPANY

Except as disclosed in the chapter titled ***Outstanding Litigations and Material Devlopments*** on Page no. 230 of this Draft Red Herring Prospectus, there are no Litigation involving the group Company as on date of Draft Red Herring Prospectus.

OTHER AGREEMENTS

1. **Non-Compete Agreement:**

   Our Company has entered into Non- compete Agreement dated 21.08.2026 with Ahvi Infotech Private Limited and Prastuti Consulting Private Limited, as it operates in similar lines of business as that of the company, as on the date of filing this Draft Red Herring Prospectus.

   Further Our Company has adopted and executed a Conflict of Interest Policy with HG Infotech Private Limited, as it operates in similar lines of business as those of our Company, as on the date of filing of this Draft Red Herring Prospectus.

2. **Joint Venture Agreement:**

   Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Red Herring Prospectus.

DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY OUR PROMOTERS WHO ARE PARTICIPATING IN THE OFFER FOR SALE

The details of guarantees provided by the Promoter Selling Shareholder are as stated below.

Name of Guarantor	Relationship	Type	Obligation on Company	Period of guarantee	Amount Sanction (in rs lakhs)	Financial Implication in case of default	Security in relation to this Facility	Consideration (in Rs. Lakhs)
Geeta P Ari	Promoter and Whole time	Personal Guarantee	NIL	Till the tenure of loan	410	Personally Liable to the extent of the	Immovable Fixed Assets	NIL

Name of Guarantor	Relationship	Type	Obligation on Company	Period of guarantee	Amount Sanction (in rs lakhs)	Financial Implication in case of default	Security in relation to this Facility	Consideration (in Rs. Lakhs)
	Director					guarantee amount		

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OUR MANAGEMENT

BOARD OF DIRECTORS

The Articles of Association require that our Board shall comprise not less than three Directors and not more than fifteen Directors, provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting. As on the date of filing this Draft Red Herring Prospectus, our Company has Five Directors on the Board, two are Executive Directors including one women director, one is non-executive Non Independent directors and Two Are Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus:

Name	**Vinod Kumar Beli**
Age	42 years
Date of Birth	08.07.1984
PAN	ASEPB8372L
Father's Name	Mahadevappa
Designation	Chairman and Managing Director
Address	298 1st floor 2nd block 3rd cross 3rd main 3rd stage Banasha, Kathriguppe water tank, Near easyday supermarket, Banashankari, Bengaluru-560085, Karnataka, India
Occupation	Business
Nationality	Indian
Current Term	5 Years w.e.f., 29.04.2026 to 28.04.2031
DIN	10180126
Other Directorship	**Indian Company:** 1. Ahvi Infotech Private Limited 2. Suaatas Tech Solutions Private Limited **Foreign Company:** 1. PradeepIT Global Consulting Limited (Canada) 2. PradeepIT Global Consulting (SEA) Pte. Limited 3. PradeepIT Global Consulting (America) INC
Shares held in Company	32,04,792 Shares
Experience	15+ years
Relation with other director	Vinod Kumar Beli is Husband of Geeta P Ari (DIN: 07521376), who is the whole time Director of the Company.
Relation with any KMP	Vinod Kumar Beli is Husband of Geeta P Ari (DIN: 07521376), who is the whole time Director of the Company.
Loans to Director	For loan to director, refer the chapter titled ***"Restated Financial statements"*** on Page no 207 of this Draft Red Herring Prospectus.

Name	**Geeta P Ari**
Age	39 years
Date of Birth	06.12.1986
PAN	AQFPA4661E
Father's Name	Pitambar D Ari
Designation	Whole Time Director
Address	298 1st floor 2nd block 3rd cross 3rd main 3rd stage Banashankari 3rd Stage, Banashankari, Bengaluru-560085, Karnataka, India.
Occupation	Business
Nationality	Indian
Current Term	5 Years w.e.f., 29.04.2026 to 28.04.2031
DIN	07521376
Other Directorship	**Indian Company:**

	1. Prastuti Consulting Private Limited 2. Ahvi Infotech Private Limited 3. Aptness IT Solutions Private Limited **Foreign Company:** 1. PradeepIT Global Consulting Limited (Canada) 2. PradeepIT Global Consulting (UK) Pvt. Ltd.
Shares held in Company	48,11,198 Shares
Experience	10 years
Relation with other director	Geeta P Ari is spouse of Vinod Kumar Beli (DIN: 10180126), who is the Chairman and Managing Director of the Company
Relation with any KMP	Geeta P Ari is spouse of Vinod Kumar Beli (DIN: 10180126), who is the Chairman and Managing Director of the Company
Loans to Director	For loan to director, refer the chapter titled ***"Restated Financial Statements"*** on Page no 207 of this Draft Red Herring Prospectus.

Name	**Punyavrat**
Age	63 Years
Date of Birth	13.12.1962
PAN	ACLPP5418N
Father's Name	Vishnu Sharan Ram Srivastava
Designation	Non-Executive Independent Director
Address	Flat no 305 Blak A Wing E Samhita Rainbow APTS, Thubarahalli, Bengaluru-560066, Karnataka, India.
Occupation	Business
Nationality	Indian
Current Term	5 Years w.e.f., 30.04.2026 to 29.04.2031
DIN	11535558
Other Directorship	Nil
Shares held in Company	Nil
Experience	10+ years
Relation with other director	Punyavrat is not Related to any Director of the Company.
Relation with any KMP	Punyavrat is not Related to any KMP of the Company.
Loans to Director	For loan to director, refer the chapter titled ***"Restated Financial statements"*** on Page no 207 of this Draft Red Herring Prospectus.

Name	**Arun Kohli**
Age	66 Years
Date of Birth	15.02.1960
PAN	AKUPK0393E
Father's Name	Hari Dev Kohli
Designation	Non-Executive Director
Address as Per Aadhar Card	Plot 403, Milford Terrance, Flat 204 8th Main, 2nd A Cross, 3rd Block, Koramangala, Bangalore South Bengaluru-560034, Karnataka, India.
Occupation	Profession
Nationality	Indian
Current Term	Liable to retire by rotation
DIN	07521158
Other Directorship	**Indian Companies:** 1. Dentakay India Private Limited 2. Cloudparadigm Software Private Limited 3. Triz India Private Limited **Foreign Company:** Nil
Shares held in Company	Nil
Experience	25+ years
Relation with other director	Arun Kohli is not Related to any Existing Director of the Company
Relation with any KMP	Arun Kohli is not Related to any Existing KMP of the Company

Loans to Director	For loan to director, refer the chapter titled ***"Restated Financial statements"*** on Page no 207 of this Draft Red Herring Prospectus.

Name	**Pankaj Kumar Sharma**
Age	35 Years
Date of Birth	26.07.1991
PAN	DOBPS1941J
Father's Name	Omprakash Sharma
Designation	Non-Executive Independent Director
Address as Per Aadhar Card	Nai Basti Sukar, Sukar, Bamanwas, Sawai Madhopur-322212, Rajasthan, India
Occupation	Professional
Nationality	Indian
Current Term	5 years w.e.f. 28.07.2026 to 27.07.2031
DIN	08076263
Other Directorship	**Indian Companies:** 1. Finkap Corporate Solutions Private Limited 2. Vaibhav Vyapaar Limited **Foreign Companies:** Nil
Shares held in Company	Nil
Experience	8 Years
Relation with other director	Pankaj Kumar Sharma is not Related to any Director of the Company.
Relation with any KMP	Pankaj Kumar Sharma is not Related to any KMP of the Company.
Loans to Director	For loan to director, refer the chapter titled ***"Restated Financial statements"*** on Page no 207 of this Draft Red Herring Prospectus.

BRIEF PROFILE OF DIRECTORS:

1. VINOD KUMAR BELI (DIN: 10180126)

Vinod Kumar Beli (DIN: 10180126), aged 42 years, is the Promoter, Managing Director and Chairman of the Company. He has been associated with our Company since 2016. He is responsible for formulating the overall business strategy of our Company and overseeing its day-to-day operations, business development, strategic planning, project execution, customer relationship management, and overall management. Vinod Kumar Beli has over 15+ years of experience in the field of enterprise digital transformation, SAP consulting, customer experience solutions, and technology services. Currently Vinod Kumar Beli holds degree of Bachelor of Engineering from Visveswaraiah Technological University, Belgaum, Karnataka.

2. GEETA P ARI (DIN: 07521376)

Geeta P Ari (DIN: 07521376), aged 39 years, is the Promoter and Whole-time Director of the Company. She has been associated with our Company since 2016. She is responsible for overseeing the overall operations of our Company, including operational governance, human resources, talent acquisition, process standardization, workforce planning, performance management, and administration. Geeta P Ari has over 10 years of experience in the areas of operations management, talent acquisition, human resource management, and organizational development. She holds a Bachelor of Engineering (B.E.) degree in Electrical and Electronics Engineering from Visveswaraiah Technological University, Belgaum, Karnataka.

3. PUNYAVRAT (DIN: 11535558)

Punyavrat (DIN: 11535558), aged 63 Years, is the Non-Executive Independent Director of our Company. He was appointed as Independent director w.e.f. 30.04.2026. Punyavrat has over 10+ years of experience in information technology, enterprise application implementation, SAP consulting, and program management. He holds a Bachelor of Arts degree from the University of Rajasthan. He Holds Certificate Course in "UNIX & C" from CMC Limited. Further, he has successfully completed the openSAP course on "Implementation of SAP S/4HANA". He has also completed a Diploma in "Systems Analysis/Design of Commercial Applications" from Integrated Software Systems (P) Ltd., Lucknow, and successfully completed the Harvard Manage Mentor programme, which provided exposure to

management principles, approaches and best practices, conducted by Mahindra & Mahindra Ltd. in association with Harvard Business Publishing.

4. ARUN KOHLI (DIN: 07521158)

Arun Kohli (DIN: 07521158), aged 66 Years, is the Non-Executive Director appointed in Professional Capacity of our Company. He was appointed as Non-Executive Director w.e.f. 20.04.2026. He provides strategic guidance on finance, corporate governance, business strategy, operational processes, and organizational development. Arun Kohli has over 25+ years of experience in the fields of finance, accounting, business strategy, corporate governance, and management consulting. He possesses extensive experience in financial planning and analysis, budgeting, standard costing, management information systems (MIS), internal controls, corporate governance, statutory compliances, and business process improvement. He holds a Bachelor of Commerce (B.Com.) degree from Andhra University. He has also qualified as a Chartered Accountant (CA) and was admitted as an Associate Member of the Institute of Chartered Accountants of India.

5. PANKAJ KUMAR SHARMA (DIN: 08076263)

Pankaj Kumar Sharma (DIN: 08076263), aged 35 Years is the Non-Executive Independent Director of our Company. He was appointed as Independent director w.e.f. 28.07.2026. He is a practicing Company Secretary and an Associate Member of the Institute of Company Secretaries of India (ICSI), holding Membership No. A-51462 and Certificate of Practice No. 19365. He has over eight years of professional experience in corporate law compliances, secretarial audits, due diligence and regulatory advisory.

CONFIRMATIONS

1. None of the above-mentioned Directors are on the RBI List of wilful defaulters or fraudulent borrowers as on date of this Draft Red Herring Prospectus.

2. None of the above-mentioned Directors have been and/or are being declared as fugitive economic offenders as on date of this Draft Red Herring Prospectus.

3. None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company are debarred by SEBI from accessing the capital market.

4. None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

5. Further, none of our directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) during the (5) five years prior to the date of filing this Draft Red Herring Prospectus or (b) delisted from the stock exchanges.

6. There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or member of the senior management.

7. The Directors of our Company have not entered into any service contracts with our Company which provide for benefits upon termination of employment.

8. No proceedings/ investigations have been initiated by SEBI against any Company, the board of directors of which also comprises any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our directors or to the firms of Companies in which they are interested by any person either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of our Company.

CURRENT AND PAST DIRECTORSHIP(S) OF THE DIRECTORS IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/WERE SUSPENDED FROM BEING TRADED ON ANY OF THE STOCK EXCHANGE DURING HIS/HER TENORS FOR A PERIOD BEGINNING FROM FIVE (5) YEARS PRIOR

None of the Directors are/were directors of any company whose shares have been/were suspended from being traded by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years or to the extent applicable.

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 have been/ were on the board of directors of a listed company whose shares have been or were delisted from any stock exchange.

RELATIONSHIP BETWEEN OUR DIRECTORS AND KEY MANAGERIAL PERSONNEL

Name of Director	Designation	Relation
Vinod Kumar Beli	Managing Director and Chairman	Spouse of Geeta P Ari
Geeta P Ari	Whole-time Director	Spouse of Vinod Kumar Beli

ARRANGEMENTS OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding between major shareholders, customers, suppliers, or others pursuant to which any of the Directors, Promoters, promoter Group and Key Managerial Personnel were selected as a director or member of a senior management as on the date of this Draft Red Herring Prospectus. Hence there is no conflict of Interest between supplier and stakeholder of the company/ promoter group.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except as disclosed below in the head *"Related Party Transaction"* under the section titled ***"Financial Information"*** on page no. 207 of this DRHP, no amount or benefit has been paid or given in the last three (3) years preceding the date of this Draft Red Herring Prospectus to any officer of our Company including our directors and key management personnel.

SERVICE CONTRACTS WITH DIRECTORS

None of our directors have entered into any service contracts with our company for payments of any benefits or amount upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company time to time.

For further details, please refer to the *"Related Party Transaction"* under section titled **"*Financial Information*"** on page no. 207 of this Draft Red Herring Prospectus.

DETAILS OF BORROWING POWERS

Pursuant to a Special Resolution passed by the shareholders of the Company at the Extra-Ordinary General Meeting held on 30.04.2026 and in accordance with the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company has been authorized to borrow, from time to time, such sum or sums of money as may be required for the purposes of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (excluding temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company.

However, the total outstanding borrowings of the Company shall not, at any point of time, exceed ₹500,00,00,000 (Rupees Five Hundred Crore Only) or the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, whichever is higher.

TERMS OF APPOINTMENT AND REMUNERATION OF OUR MANAGING DIRECTOR AND CHAIRMAN

Pursuant to the resolution passed by the Board of Directors at its meeting held on 29.04.2026 and the Special Resolution passed by the shareholders of the Company at the Extra-Ordinary General Meeting held on 30.04.2026, the designation of Vinod Kumar Beli (DIN: 10180126) was changed to Managing Director and Chairman of the Company for a period of five (05) years with effect from 29.04.2026 to 28.04.2031, along with the approval of the terms and conditions of his remuneration.

The remuneration payable to Vinod Kumar Beli shall be in accordance with the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and the aggregate of his salary, allowances and perquisites in any financial year shall be subject to the limits prescribed under the said provisions.

TERMS OF APPOINTMENT AND REMUNERATION OF OUR WHOLE-TIME DIRECTOR

Pursuant to the resolution passed by the Board of Directors at its meeting held on 29.04.2026 and the Special Resolution passed by the shareholders of the Company at the Extra-Ordinary General Meeting held on 30.04.2026, the designation of Geeta P Ari (DIN: 07521376) was changed to Whole-time Director of the Company for a period of five (05) years with effect from 29.04.2026 to 28.04.2031, along with the approval of the terms and conditions of her remuneration.

The remuneration payable to Geeta P Ari shall be in accordance with the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and the aggregate of her salary, allowances and perquisites in any financial year shall be subject to the limits prescribed under the said provisions.

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

Except as disclosed under the heading *"Related Party Transactions"*, in the chapter titled ***"Restated Financial Statements"*** on page no. 207 of this Draft Red Herring Prospectus, our Company does not have any bonus, incentive or profit-sharing plan for our Directors.

REMUNERATION DETAILS OF OUR DIRECTORS

i. Remuneration of our Executive Directors

For details relating to the remuneration of our Executive Directors in the Financial Year ended 2026, please refer the chapter titled ***"Restated Financial Statement"*** at page no. 207 of this Draft Red Herring Prospectus.

The Board/ or Nomination and remuneration committee that may be formed for this purpose may, from time-to-time review and revise the remuneration/ increment of the employees based on the performance and in accordance with the company's internal policy on periodic review, as may be decided by the Board at its discretion.

ii. Sitting fee details of our Non-executive and Independent Directors

Our Non-executive and Independent Directors are entitled to sitting fees for attending meetings of the Board, or of any committee of the Board pursuant to the provisions of Section 197 (5) of the Companies Act, 2013, (the "Act") read with Rule 4 of Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014, the Articles of Association of the Company, and based on recommendations of the Nomination and Remuneration Committee and other applicable laws and regulations.

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

The details of the shareholding of our directors as on the date of this Draft Red Herring Prospectus are as follows:

Name of the Directors	Pre-Issue Capital		Post-Issue Capital	
	No. of Equity Shares	Percentage*	No. of Equity Shares	Percentage*
Vinod kumar beli	32,04,792	39.96	[●]	[●]
Geeta P Ari	48,11,198	59.99	[●]	[●]
TOTAL	80,15,990	99.95	[●]	[●]

**Round off*

Except stated above no other Directors hold any Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus.

PAYMENT OR BENEFIT TO DIRECTORS OF OUR COMPANY

Except as disclosed under the heading *"Related Party Transactions"*, in the chapter titled ***"Restated Financial Statements"*** on page no.207 of this Draft Red Herring Prospectus, no amount or benefit has been paid or given to any of our Directors during the three (3) years preceding the date of filing of this Draft Red Herring Prospectus, except the normal remuneration, reimbursement of expenses and/or sitting fees paid for services rendered as Directors of our Company. Additionally, there is no contingent or deferred compensation payable to any of our directors.

LOANS TO DIRECTORS

Except as disclosed under the heading *"Related Party Transactions"*, in the chapter titled ***"Restated Financial Statements"*** on page no.207 of this Draft Red Herring Prospectus, There are no loans that have been availed by the Directors from our Company that are outstanding as of the date of this Draft Red Herring Prospectus.

INTEREST OF OUR DIRECTORS

Our directors may be deemed to be interested to the extent of their remuneration/ sitting fees for services as a director of our company, payment of rent (if any) and other perquisite given for personal use and the reimbursement of expenses payable to them under the Article. For further details, please refer to chapter titled **"*Our Management*"** on page no.184 of this Draft Red Herring Prospectus.

Vinod Kumar Beli and Geeta P Ari are Promoters, Director and Key Managerial Personnel of Company, may be deemed to be interested in the promotion of our Company to the extent that they have promoted our Company. Except as stated above, our directors have no interest in the promotion of our Company other than in the ordinary course of business. Our directors may also be regarded as interested to the extent of Equity Shares held by them in our Company, if any, details of which have been disclosed above under the heading *"Shareholding of Directors in our Company"***.** All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them, if any.

Our directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoter, directors, partners, proprietors or trustees or karta or coparceners or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoter, directors, partners, proprietors, members or trustees, pursuant to this Issue.

Our Directors namely Vinod kumar beli and Geeta P Ari have also given personal guarantee for the borrowings availed by our Company, for more details please refer chapter titled ***"Statement of Financial Indebtedness"*** at page no. 209 of this Draft Red Herring Prospectus.

Except as disclosed in Section titled **"*Financial Information*"** and chapter titled **"*Our Promoters and Promoter Group*"** on page no. 207 and 200 respectively of this Draft Red Herring Prospectus, our directors are not interested in other company, entity or firm and do not have any other interest in the business of our company.

Except as disclosed under the heading *"Related Party Transactions"*, in the chapter titled ***"Restated Financial Statements"*** on page no. 207 of this Draft Red Herring Prospectus, our directors do not have any other interest in the business of our company.

INTEREST AS TO PROPERTY

Except as disclosed in the property title of ***"Business Overview"*** at page no. 142 and **"*Restated Financial Statements*"** on page no. 207 of this Draft Red Herring Prospectus, our directors do not have any interest in any property acquired or proposed to be acquired by our Company.

INTEREST OF DIRECTORS IN THE PROMOTION AND FORMATION OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, except for Vinod Kumar Beli and Geeta P Ari, the promotors of our company, none of our other Directors and/or Key Managerial Personnel are interested in the promotion of our Company. For further details, see the chapter titled **"*Our Promoters and Promoter Group*"** on page no. 200 of this Draft Red Herring Prospectus.

INTEREST AS DIRECTOR OF OUR COMPANY

Except as stated in the chapter titled **"*Our Management", "Capital Structure"*** and ***"Summary of Related Party Transactions"*** on page no. 184, 90 and 35 respectively, of this Draft Red Herring Prospectus, our Directors, may be deemed to the extent of their remuneration/ sitting fees for services as a director of our company, payment of rent (if any) and other perquisite given for personal use and with the reimbursement of expenses payable to them under the Article and payable to them for attending meetings of our Board or Committee.

INTEREST OF KEY MANAGERIAL PERSONNEL

Except as stated in this Chapter, none of the key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. None of our key managerial personnel has been paid any consideration of any nature, other than their remuneration except as stated in the chapter titled **"*Our Management", "Capital Structure"*** and ***"Summary of Related Party Transactions"*** on page no. 184, 90 and 35 of this Draft Red Herring Prospectus.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

No Director has received or is entitled to any contingent or deferred compensation as on the date of filing this Draft Red Herring Prospectus. Further, there is no contingent or deferred compensation accrued for the year, which is payable to our directors as on the date of filing this Draft Red Herring Prospectus.

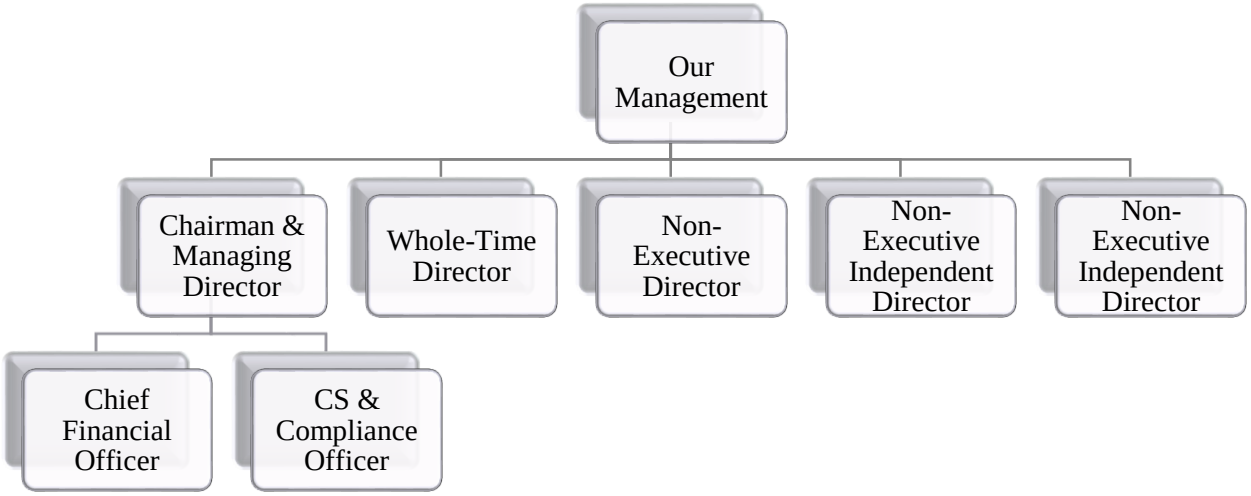
CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS FROM THE DATE OF FILING DRAFT RED HERRING PROSPECTUS.

Except as disclosed below, there have been no changes in our Board during the last three years:

Sr. No.	Name of Director	Date of Change	Reason for change
1.	Arun Kohli	20.04.2026	Appointed as non-executive Director
2.	Vinod Kumar Beli	29.04.2026	Re-designated as Managing Director and Chairman
3.	Geeta P Ari	29.04.2026	Re-designated as Whole-time Director
4.	Punyavrat	30.04.2026	Appointed as Non-Executive-Independent Director
5.	Amit kumar	30.04.2026	Appointed as Non-Executive-Independent Director
6.	Amit Kumar	25.06.2026	Resignation from the office of Non-Executive-Independent Director
7.	Pankaj Kumar Sharma	28.07.2026	Appointed as Non-Executive-Independent Director

MANAGEMENT ORGANIZATION STRUCTURE

Set forth is the management organization structure of our Company:



CORPORATE GOVERNANCE

In accordance with the Regulation 15 (2) (b) of SEBI LODR Regulations, the compliance with the corporate governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of Regulation 46 (2) of SEBI LODR Regulations and Para C, D and E of Schedule V of SEBI LODR Regulations are not applicable to our company.

However, 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.

COMMITTEES OF OUR BOARD

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

a) Audit Committee;
b) Stakeholders' Relationship Committee; and
c) Nomination and Remuneration Committee.

Details of each of these committees are as follows:

Audit Committee

As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated 24.09.2026. The Audit Committee comprises of:

Name of Director	Designation in Committee	Nature of Directorship
Punyavrat	Chairman	Non-Executive Independent Director
Pankaj Kumar Sharma	Member	Non-Executive Independent Director
Vinod Kumar Beli	Member	Managing Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions, and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI LODR Regulations, 2015, if applicable.

A. ***Powers of Audit Committee:*** The Audit Committee shall have powers, including the following:

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; and
d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

B. ***Role of Audit Committee:*** The role of the Audit Committee shall include the following:

a) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
b) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
d) reviewing, with the management, the annual financial statements and auditors' 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 Section 134(3)(c) of the Companies Act, 2013;

- changes, if any, in accounting policies and practices and reasons for the same;
- major accounting entries involving estimates based on the exercise of judgment by management;
- significant adjustments made in the financial statements arising out of audit findings;
- compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions;
- modified opinion(s) in this draft audit report;

e) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
f) reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
h) approval or any subsequent modification of transactions of the listed entity with related parties;
i) scrutiny of inter-corporate loans and investments;
j) valuation of undertakings or assets of the listed entity, wherever it is necessary;
k) evaluation of internal financial controls and risk management systems;
l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
m) 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;
n) discussion with internal auditors of any significant findings and follow up there on;
o) 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;
p) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
q) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
r) to review the functioning of the whistle blower mechanism;
s) approval of appointment of chief financial officer after assessing the qualifications, experience, and background, etc. of the candidate;
t) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision.
u) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
v) carrying out any other function as is mentioned in the terms of reference of the audit committee.

As required under Regulation 18 of the SEBI LODR Regulations, 2015 (if applicable), the Audit Committee shall meet at least four times in a year, and not more than one hundred and twenty days shall elapse between two meetings. The quorum of the meeting shall be either two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

Stakeholders' Relationship Committee

As per section 178(5) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders, and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board.

Our Stakeholders' Relationship Committee was constituted pursuant to a resolution of our Board Meeting dated 24.09.2026. The Stakeholders' Relationship Committee comprises of:

Name of Director	Designation in Committee	Nature of Directorship
Punyavrat	Chairman	Non-Executive Independent Director
Pankaj Kumar Sharma	Member	Non-Executive Independent Director
Vinod Kumar Beli	Member	Managing Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

A. Role of the Stakeholders Relationship Committee

a) Resolving the grievances of the security holders of the listed entity 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.;
b) Review of measures taken for effective exercise of voting rights by shareholders;
c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
e) Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
f) To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time."
g) As required under Regulation 20 of the SEBI LODR Regulations, 2015, the Stakeholders' Relationship Committee shall meet at least once in a financial year.

Nomination and Remuneration Committee

As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be Independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

Our Nomination and Remuneration Committee was constituted pursuant to a resolution of our Board Meeting dated 24.09.2026. The Nomination and Remuneration Committee comprises of:

Name of Director	Designation in Committee	Nature of Directorship
Punyavrat	Chairman	Non-Executive Independent Director
Arun Kohli	Member	Non-Executive Director
Pankaj Kumar Sharma	Member	Non-Executive Independent Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

A. Role of the Nomination and Remuneration Committee

The scope, functions, and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Set forth below are the role of our Nomination and Remuneration Committee.

a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel, and other employees;
b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    i. Use the services of an external agencies, if required;
    ii. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
    iii. Consider the time commitments of the candidates.
c) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
d) Devising a policy on diversity of board of directors;
e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
f) To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
g) recommend to the board, all remuneration, in whatever form, payable to senior management.

As required under Regulation 19 of the SEBI LODR Regulations, 2015, if applicable the Nomination and Remuneration Committee shall meet at least once in a financial year. The quorum for a meeting shall be either two members present, or one-third of the members of the committee, whichever is greater, provided that there should be a minimum of one independent directors present.

KEY MANAGERIAL PERSONNEL

The details of the Key Managerial Personnel of our Company are as follows other than Managing Director and Whole-Time Directors:

Particular	Detail of KMP	Detail of KMP
Name	Sunil Kumar K P	Shweta Arora
Age	33 years	40 years
PAN	CSAPP6529F	AUQPA9360B
Father's Name	Puttaswamy Mayigegowda	Vinod Kumar Arora
Designation	Chief Financial Officer	Company Secretary
Date of Appointment	29.04.2026	24.09.2026
Address	97, Channapatna Taluk, VTC: Kodamballi, PO: Kodamballi, Ramanagar-562138, Karnataka, India	Flat No-2023 Sector-D Pocket-2 VASANT KUNJ South West Delhi Delhi - 110070
Shares held in Company	802	NIL
Relation with any director, if any	NIL	NIL
Relation with other KMP, if any	NIL	NIL
Loans to KMP	NIL	NIL
Qualification	Master of Commerce (M. Com) from IGNOU University, Bachelor of Commerce (B. Com) From Bangalore University.	Masters of Business Administration (MBA) and Company Secretary from Institute of company secretary of India
Experience	8+ years	6+ years

1. Sunil Kumar K P (Chief Financial Officer)

Sunil Kumar K P, aged 33 years, is the Chief Financial Officer of the Company. He holds a bachelor's of commerce degree from Bangalore University and master's degree in commerce from Indira Gandhi National Open University. He also holds Post Graduate Diploma in International Business Operations from Indira Gandhi National Open University. He has over 8+ years of experience in leading statutory audit, tax Audit, GST audit and internal audit processes, conducting full financial, tax and commercial due diligence and assisted in preparation of financial statements. For the remuneration paid to him, please refer the section titled *"Restated Financial Statement"* at page no. 207 of this Draft Red Herring Prospectus.

2. Shweta Arora (Company Secretary and Compliance Officer)

Shweta Arora is a Qualified Company Secretary and is an Associate member of the Institute of Company Secretaries of India since November 2010. She also holds Degree of Masters of Business Administration. She has more than 06 (Six) years of experience in secretarial and compliances. She has been appointed as Company Secretary & Compliance Officer of our Company with effect from 24.09.2026. For the remuneration paid to her, please refer the chapter titled ***"Restated Financial Statement"*** at page no. 207 of this Draft Red Herring Prospectus.

OUR SENIOR MANAGEMENT PERSONNEL

At present, the company does not have any designated senior management personnel.

RELATIONSHIP OF KEY MANAGERIAL PERSONNEL WITH OUR DIRECTORS, PROMOTERS, KEY MANAGERIAL PERSONNEL

None of the Key Managerial Personnel (other than the Managing Director and the Whole Time Director) are related with Our Directors, Promoters, Key Managerial Personnel.

CONFIRMATION

All the persons named as our Key Managerial Personnel above are the whole time employees of our Company.

CHANGES IN THE KEY MANAGERIAL PERSONNEL IN LAST THREE YEARS

The changes in our Key Managerial Personnel during the three years immediately preceding the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the KMP	Current Designation	Date of Appointment	Reason for change
1.	Sunil Kumar K P	Chief financial officer	29.04.2026	Appointed as a Chief financial officer
2.	Shweta Arora	Company Secretary and Compliance officer	24.09.2026	Appointed as a Company Secretary and Compliance Officer

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as mentioned below, None of the Key Managerial Personnel holds any shares of the company.

Name of KMP	Designation	No of shares held
Geeta P Ari	Whole Time Director	48,11,198
Vinod Kumar Beli	Managing Director and chairman	32,04,792
Sunil Kumar K P	Chief Financial Officer	802

ARRANGEMENT/ UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS

As on the date of this Draft Red Herring Prospectus, Our Company has no arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the Directors or Key Managerial Personnel was selected as a director or member of Key Managerial Personnel.

PAYMENT OR BENEFIT TO KEY MANAGERIAL PERSONNEL OF OUR COMPANY

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Key Managerial Personnel except the normal remuneration for services rendered by them and reimbursement of expenses. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel.

None of our KMP has entered into any service contracts with us and no benefits are granted upon their termination from employment other that statutory benefits provided by our company and further, our Company has appointed certain Key Managerial Personnel I.e. Chief Financial Officer and Company Secretary & Compliance Officer for which our company has not executed any formal service contracts; although they are abiding by their terms of appointments.

BONUS OR PROFIT-SHARING PLAN FOR OUR KEY MANAGERIAL PERSONNEL

We have no bonus or profit-sharing plan for our KMP.

ARRANGEMENT OR UNDERSTANDING WITH THE MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS, PURSUANT TO WHICH ANY OF OUR KEY MANAGERIAL PERSONNEL HAVE BEEN APPOINTED

As on date of this Draft Red Herring Prospectus, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel have been appointed.

EMPLOYEE SHARE PURCHASE AND EMPLOYEES' STOCK OPTION PLAN

As on date of this Draft Red Herring Prospectus, our Company does not have any employee stock option plan or share purchase schemes for our employees.

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.

LOANS TAKEN BY KEY MANAGEMENT PERSONNEL

Except as disclosed under the heading *"Related Party Transactions"*, in the chapter titled ***"Restated Financial Statements"*** on page no.207 of this Draft Red Herring Prospectus, Our Company has not granted any loans to Key Managerial Personnel as on the date of this Draft Red Herring Prospectus.

ATTRITION OF KEY MANAGERIAL PERSONNEL

The attrition of Key Managerial Personnel is not high in our company as on the date of this Draft Red Herring Prospectus.

PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards superannuation, ex-gratia rewards. Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled ***"Financial Information"*** on page no. 207 of this Draft Red Herring Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoters.

INTEREST OF OUR KEY MANAGERIAL PERSONS

Our KMP do not have any interest in our Company other than (i) as stated in "*Related Party Transactions"* in the chapter titled **"*Restated Financial Statements"*** on page no. 207 of this Draft Red Herring Prospectus respectively; or (ii) to the extent of remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. The KMP may also be deemed to be interested to the extent of dividend payable to them and other distributions in respect of Equity Shares held by them in our Company.

SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL

As on the date of this Draft Red Herring Prospectus, our company has not entered into any service contracts with the Key Managerial Personnel.

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OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTER

As on the date of this Draft Red Herring Prospectus, the Promoters of our Company are Vinod Kumar Beli and Geeta P Ari.

As on the date of this Draft Red Herring Prospectus, Promoters holds Equity shares of the Company as detailed below:

Sr. No.	Name of the Promoters	No. of Equity Shares	Percentage of Pre- Issue Capital (%)*
1.	Vinod Kumar Beli	32,04,792	39.96
2.	Geeta P Ari	48,11,198	59.99
Total		**80,15,990**	**99.95**

**Round off*

Our Promoter and Promoter Group will continue to hold the majority of our post- Issue Paid-up Equity Share capital of our Company.

VINOD KUMAR BELI



For brief profile, please refer the chapter ***"Our Management"*** on page 184 of this Draft Red Herring Prospectus	
PAN	ASEPB8372L
Age (in years)	42 Years
Date of Birth	08.07.1984
Current Designation	Chairman and Managing Director
Occupation	Business
Present Residential Address	298 1st floor 2nd block 3rd cross 3rd main 3rd stage Banasha, Kathriguppe water tank, Near easyday supermarket, Banashankari, Bengaluru-560085, Karnataka, India
Qualification	Bachelor of Engineering
Experience	please refer the chapter ***"Our Management"*** on page 184 of this Draft Red Herring Prospectus
Position held in the past	Director
Directorship held in other companies	**Indian Companies** Ahvi Infotech Private Limited Suaatas Tech Solutions Private Limited **Foreign Companies** PradeepIT Global Consulting Limited (Canada) PradeepIT Global Consulting (SEA) Pte. Limited PradeepIT Global Consulting (America) INC
Other Ventures	NIL

GEETA P ARI



For brief profile, please refer the chapter ***"Our Management"*** on page 184 of this Draft Red Herring Prospectus	
PAN	AQFPA4661E
Age (in years)	39 Years
Date of Birth	06.12.1986
Current Designation	Whole-time Director
Occupation	Business
Present Residential Address	298 1st floor 2nd block 3rd cross 3rd main 3rd stage Banashankari 3rd Stage, Banashankari, Bengaluru-560085, Karnataka, India.
Qualification	Bachelor of Engineering

	Experience	please refer the chapter ***"Our Management"*** on page 184 of this Draft Red Herring Prospectus
	Position held in the past	Director
	Directorship held in other companies	**Indian Company:** Prastuti Consulting Private Limited Ahvi Infotech Private Limited Aptness IT Solutions Private Limited **Foreign Company:** PradeepIT Global Consulting Limited (Canada) PradeepIT Global Consulting (UK) Pvt. Ltd.
	Other Ventures	NIL

DETAILS OF CHANGE IN CONTROL OF THE PROMOTER COMPANY

All of our promoters are individuals, namely Vinod Kumar Beli and Geeta P Ari and accordingly there is no corporate promoter or promoter company in PradeepIT Global Consulting Limited.

DECLARATION

We confirm that the Permanent Account Number, Bank Account Number(s), Passport Number, Aadhaar card Number and Driving License Number of the Individual Promoters which are available shall be submitted to exchange at the time of filing of this Draft Red Herring Prospectus with them.

INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of compensation payable/ paid, reimbursement of expenses (if any), payment of rent (if any) and other perquisite given for personal use and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and/ or trustee, and to the extent of benefits arising out of such shareholding. Further, our promoters have also given personal guarantee for the borrowings availed by our Company for more details please refer chapter titled ***"Statement of Financial Indebtedness"*** at page no. 209 of this Draft Red Herring Prospectus. For further details please see the chapters titled ***"Capital Structure", "Our Management"*** and ***"Restated Financial Statements"*** beginning on pages 90, 184 and 207 respectively of this Draft Red Herring Prospectus.

We have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please see chapter titled ***"Restated Financial Statements"*** beginning on page 207 respectively of this Draft Red Herring Prospectus.

INTEREST OF PROMOTER IN THE PROMOTION OF OUR COMPANY

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled ***"Capital Structure"*** on page 90 of this Draft Red Herring Prospectus.

INTEREST OF PROMOTER IN THE PROPERTY OF OUR COMPANY

Except as stated in the chapter titled ***"Business Overview"*** and ***"Restated Financial Statements"***, beginning on page 142 and 207, respectively, our Promoters do not have any interest in any property acquired by our Company in the

three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery, other than in the normal course of business.

OTHER INTEREST OF PROMOTERS

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company. Except as disclosed under *"Restated Financial Statements"* beginning on page 207 of this Draft Red Herring Prospectus, there are no conflict of interest between the suppliers, third-party service providers and between the lessor of the immovable properties (crucial for operations of the company) and Promoters and Promoter Group of our company.

UNDERTAKING/ CONFIRMATIONS

None of our Promoter or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling, or dealing in securities under any order or direction passed by SEBI or any other authority or
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoter, Group Company and Company promoted by the promoter of our company.
- There are no defaults in respect of payment of interest and principal to the debenture/ bond/ fixed deposit holders, banks, FIs by our Company, our Promoter, Group Company, and Company promoted by the promoter during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoter, Group company and Company promoted by the Promoter are disclosed in chapter titled **"*Outstanding Litigations and Material Developments*"** on page no. 230 of this Draft Red Herring Prospectus.
- None of our Promoter, person in control of our Company is or have ever been a promoter, director, or person in control ofany other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.
- Further, neither our Promoter, the promoter group members nor our Group Company have been declared as a wilful defaulter by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has been no change in the control of our Company in the five (5) years immediately preceding the date of this Draft Red Herring Prospectus. Except as given herein, below

Sr. No.	Name of Promoter	Date of acquisition	Terms of acquisition	Consideration paid for acquisition	Reason for change
1	Vinod Kumar Beli	06.06.2023	Acquired through Transmission	NIL	Transmission of shares of Mahadevappa

INTEREST AS PROMOTER OF OUR COMPANY

Our Promoters are interested in our Company to the extent it has promoted our Company. For details of the shareholdingof our Promoters in our Company, please refer to the chapter titled **"*Capital Structure*",** and **"*Restated Financial Statements- Related Party Transactions*"** on page no. 90 and 207 respectively of this Draft Red Herring Prospectus.

INTEREST OF PROMOTERS IN OUR COMPANY OTHER THAN AS A PROMOTER

Our Promoter is also interested in our Company in the capacity of Directors, please refer to the chapter titled **"*Our Management*",** and **"*Restated Financial Statements- Related Party Transactions*"** on page no. 184 and 207 respectively of this Draft Red Herring Prospectus.

INTEREST AS A CREDITOR OF OUR COMPANY

Our Company has not availed any loans from the Promoters of our Company as on the date of this Draft Red Herring Prospectus except as disclosed in its Restated financial statement please refer to "*Details of Related Party Transactions*" under the chapter titled **"*Restated Financial Statements*"** on page no 207 of this Draft Red Herring Prospectus.

INTEREST AS MEMBERS OF OUR COMPANY

Our Promoters are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled ***"Capital Structure"*** on page no. 90 of this Draft Red Herring Prospectus.

Our Company has neither made any payments in cash or otherwise to our Promoters or to firms or companies in which our Promoters is interested as Members, Directors or Promoters nor have our Promoters been offered any inducements to become Directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated "*Details of Related Party Transaction"* under chapter titled **"*Restated Financial Statements"*** on page no. 207 of this Draft Red Herring Prospectus and ***" Our Group Company"*** on page no. 242 of this Draft Red Herring Prospectus.

OTHER VENTURES OF OUR PROMOTERS OF OUR COMPANY

Except as disclosed in the chapter titled **"*Our Promoters and Promoter Group*"** and **"*Our Group Company*"** on page no. 200 and 242 respectively of this Draft Red Herring Prospectus, there are no other ventures of our Promoters in which they have any other business interests and/ or other interests.

PAYMENT OR BENEFIT TO PROMOTERS OF OUR COMPANY

Except as disclosed under *"Related Party Transactions"*, in the section titled ***"Restated Financial Statements"*** on page no. 200 of this Draft Red Herring Prospectus, there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

For details of related party transactions entered into by our Promoters, members of our Promoter Group and our Company, please refer to "*Related Party Transactions"* under the chapter titled **"*Restated Financial Statements*"** on page no 207 of this Draft Red Herring Prospectus.

MATERIAL GUARANTEES GIVEN TO THIRD PARTIES

Except as stated in chapter titled ***"Statement of Financial Indebtedness"*** on page 209, as on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to Equity Shares.

LITIGATION DETAILS PERTAINING TO OUR PROMOTER

For details on litigations and disputes pending against the Promoter and defaults made by the Promoter, please refer to the chapter titled **"*Outstanding Litigations and Material Developments*"** on page no. 230 of this Draft Red Herring Prospectus.

OUR PROMOTER GROUP

In addition to the Promoter named above, the following natural persons are part of our Promoter Group: -

A. Natural Persons who are part of the Promoter Group

As per Regulation 2(1) (pp) of the SEBI ICDR Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter), other than the Promoter, are as follows:

Promoter Name	VINOD KUMAR BELI
Relationship with Promoter	**Name of Relatives**
Father	Late Mahadevappa
Mother	Sharanamma Beli
Spouse	Geeta P Ari
Brother(s)	Ravikumar Beli Late Pradeep Kumar Beli
Sister(s)	NA
Daughter(s)	Tashvi Beli Aarohi Beli
Son(s)	NA
Spouse's Father	Pitambar D Ari
Spouse's Mother	Lila Ari
Spouse's Brother(s)	Sunil Pitambrappa Ari Raghavendra P Ari
Spouse's Sister(s)	NA

Promoter Name	GEETA P ARI
Relationship with Promoter	**Name of Relatives**
Father	Pitambar D Ari
Mother	Lila Ari
Spouse	Vinod Kumar Beli
Brother(s)	Sunil Pitambrappa Ari Raghavendra P Ari
Sister(s)	NA
Daughter(s)	Tashvi Beli Aarohi Beli
Son(s)	NA
Spouse’s Father	Late Mahadevappa
Spouse's Mother	Sharanamma Beli
Spouse's Sister(s)	NA
Spouse's Brother(s)	Ravikumar Beli Late Pradeep Kumar Beli

B. Entities forming part of Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, 2018, the following Companies/ Trusts/ Partnership firms/ HUFs or Sole Proprietorships are forming part of our Promoter Group.

Sr. No.	Name of the Companies	Type of Entity
1	HG Infotech Private Limited	Private Limited Company
2	HG Infotech (SEA) Limited	Foreign Company
3	PradeepIT Global Consulting (UK) Pvt Ltd	Foreign Company
4	PradeepIT Global Consulting Limited (Canada)	Foreign Company

C. Other Persons forming part of Promoter Group

Except as mentioned above there are no other persons forming a part of the Promoter Group.

COMPANIES AND FIRMS WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Except as disclosed below, our Promoters have not disassociated with any companies or firms during the preceding three years from the date of this Draft Red Herring Prospectus:

Name of the company	Name of the Promoters	Reason for Disassociation	Date of Disassociation
Ahvi Infotech Private Limited	Vinod Kumar Beli Geeta P Ari	Transfer of Shares and cessation as Promoters and Shareholders	07.08.2026
Prastuti Consulting Private Limited	Geeta P Ari	Transfer of Shares and cessation as Promoter and Shareholder	07.08.2026

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

Our Promoters have adequate experience in the line of business of our Company. For further details in relation to experience of our Promoters, please see the chapter titled ***"Our Management"*** on page 184 of this Draft Red Herring Prospectus.

SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please see the chapter titled **"*Capital Structure*"** on page 90 of this Draft Red Herring Prospectus.

INTEREST OF THE COMPANY IN PROPERTIES OWNED BY MEMBERS OF THE PROMOTER GROUP

The Company has taken the premises on rent from Raghavendra P. Ari, a member of the Promoter Group, pursuant to a Rent Agreement dated 20.02.2026, for the period commencing from 20.02.2026, to 19.01.2027, at a monthly rent of ₹15,750, exclusive of GST and other applicable charges and excluding maintenance charges, for more information, please see the chapter titled ***"Business Overview"*** and ***"Restated Financial Statements"*** on page no 142 and 207 of this Draft Red Herring Prospectus.

SIMILAR BUSINESS WITH WHICH PROMOTERS ARE ASSOCIATED

None of our Promoters are associated with or have any interest in any other company engaged in a line of business similar to that of our Company.

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DIVIDEND POLICY

Under the Companies Act, 2013, an Indian Company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the Shareholders at the general meeting. Under the Companies Act, 2013, dividends may be paid out of the 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.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013.

Our Company does not have a formal dividend policy for the declaration of dividends in respect of Equity shares. 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. 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.

Upon the listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

For details of risks in relation to our capability to pay dividend, see chapter titled *"Risk Factors"* beginning on page 41. Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid/declared any dividend in the last three years from the date of this Draft Red Herring Prospectus.Our Board of Directors, pursuant to a resolution dated 24.09.2026, have adopted a dividend distribution policy.

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SECTION VI - FINANCIAL INFORMATION
RESTATED FINANCIAL STATEMENTS

Particulars	Page
Restated Financial Information for stub Period for 30.06.2026 and for the financial year ended on 31.03.2026, 31.03.2025 and 31.03.2024 along with the Independent Auditor's Examination Report	FS-01 to FS-48

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OTHER FINANCIAL INFORMATION

The accounting ratios of our Company based on Restated Financial Statements as required under Item 11 of Part A of Schedule VI of the SEBI ICDR Regulations are provided below:

Particulars	As at/for the period/financial year ended			
	30.06.2026	31.03.2026	31.03.2025	31.03.2024
Profit attributable to the equity shareholders (₹ in lakhs)	96.5	394.18	341.96	188.09
Basic & Diluted Earnings per Share (₹)	965	3941.8	3419.6	1880.9
Basic & Diluted Earnings per Share (considering Bonus and Split impact with retrospective effect) (₹)	1.2	4.91	4.26	2.35
Return on Net Worth for equity shareholders (%)	7.26%	32.05%	42.21%	40.82%
NAV per Equity Shares				
Based on Actual Number of Shares (₹)	13288	12299.4	8100.9	4607.5
Considering Bonus and Split impact with retrospective effect (₹)	16.57	15.34	10.1	5.75
Earnings before interest, tax, depreciation and amortization (EBITDA) (₹ in lakhs)	189.43	818.38	610.89	355.91

As certified by M/s A G R A & Co, Chartered Accountants by way of their certificate dated 03.11.2026.

On 27.07.2026, the Company allotted 40,00,000 equity shares as bonus shares, resulting in a cumulative number of 40,10,000 equity shares. Subsequently, on 28.07.2026, the existing equity shares of the Company having a face value of ₹10 each were sub-divided into equity shares having a face value of ₹5 each. Accordingly, the issued, subscribed and paid-up equity share capital of the Company comprising 40,10,000 equity shares of face value of ₹10 each was sub-divided into 80,20,000 equity shares of face value of ₹5 each.

Notes

The ratios on the basis of Restated Financial Statements have been computed as below:

Basic and Diluted Earnings per share (₹)	Net profit/(loss) as restated, attributable to Shareholders divided by Weighted average number of Equity Shares outstanding during the year
Return on Net Worth (%)	Restated net profit after tax for the year attributable to the owners of the Company divided by Restated Net worth of the Company Outstanding at the end of the year/period.
Net Asset Value per Equity Share	Restated Net worth of the Company divided number of Equity Shares outstanding at the end of year
EBITDA	sum of profit before tax, finance costs and depreciation and amortization less other income

Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year 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. Further, number of shares are after considering impact of the bonus shares and sub-division of the shares.

Net worth as per the SEBI ICDR Regulations means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

STATEMENT OF FINANCIAL INDEBTEDNESS

Our Company avail borrowings in the ordinary course of business and for general corporate purposes. For undertaking necessary activities in relation to the Offer, we have obtained the necessary consents from, and provided intimations to, the requisite lenders in terms of the relevant documentation governing their borrowings. For details of borrowing powers of our Board, please see Borrowing Powers under the section titled ***'Our Management'*** on page 184 of this Draft Red Herring Prospectus.

The following is the summary of the outstanding borrowings of the Company (Consolidated) as on 30.06.2026.

(₹ in lakhs)

Category of borrowings	Sanctioned Amount^	Outstanding amount^
Secured		
Property Loan	217.00	200.47
Working Capital Loan	475.00	332.09
Total Secured Facilities (A)	**692.00**	**532.56**
Unsecured		
Working Capital Loan	551.86	284.44
Total Unsecured Facilities (B)	**551.86**	**284.44**
Total Borrowings (A+B)	**1243.86**	**816.99**

^As certified by the Peer Reviewed Auditor, A G R A AND CO, Chartered Accountants pursuant to their certificate dated 03.11.2026.

The Company has obtained No Objection Certificates from all the lenders with respect to the borrowings outstanding as on the date of this Draft Red Herring Prospectus and confirms compliance with the applicable financing arrangements in this regard.

DETAILS OF BORROWINGS

Secured Borrowings

(Amount in lakhs)

Sr. No.	Category of borrowing	Name of Lender	Purpose	Sanctioned Amount	O/s Amount as on 30.06.2026	Period of repayment (in months)	Rate of Interest (%)	Collateral Security
1	Secured	ICICI Bank Limited	Purchase of Property	70.00	64.84	180	9.30%	Mortgage of Residential/Commercial Property
2	Secured	ICICI Bank Limited (OD)	Working Capital loan	475.00	332.09	12	9.50%	Refer Note 1
3	Secured	ICICI Bank Limited	Purchase of Property	147.00	135.63	180	8.70%	Mortgage of Land (or Equitable Mortgage of the financed land)

Note No: 1

Facility	Security Details	Description / Property Address	Security Provider	Nature of Charge
Overdraft	Immovable Fixed Assets (Equitable Mortgage)	Property situated at No.7, K No.86/2, Kathriguppe, Bhuvaneshwari Nagar, Bangalore, Karnataka – 560023	Pradeepit Global Consulting Private Limited	Exclusive Charge
Overdraft	Immovable Fixed Assets (Equitable Mortgage)	Property situated at No.28, K No.43, K No.184, Hosapalya, Hongasandra Dakle, Bangalore Rural, Karnataka – 560068	Vinod Kumar Beli	Exclusive Charge

Unsecured Borrowings

(Amount in lakhs)

Sr. No.	Category of borrowing	Name of Lender	Purpose	Sanctioned Amount	O/s Amount as on 30.06. 2026	Period of repayment (in months)	Rate of Interest (%)	Collateral Security
1	Unsecured loan	Axis Bank	Working Capital loan	35.00	14.13	24	15.50%	NA
2	Unsecured loan	Clix Capital Services Private Limited	Working Capital loan	50.20	34.76	36	16.00%	NA
3	Unsecured loan	Duetsche Bank	Working Capital loan	75.00	30.28	36	16.00%	NA
4	Unsecured loan	Godrej Finance Limited	Working Capital loan	40.00	26.58	36	16.00%	NA
5	Unsecured loan	HDFC Bank Limited	Working Capital loan	50.00	2.39	24	15.00%	NA
6	Unsecured loan	Indusind Bank Ltd	Working Capital loan	50.00	2.36	25	15.50%	NA
7	Unsecured loan	The Karur Vysya Bank Ltd	Working Capital loan	50.00	4.72	25	14.00%	NA
8	Unsecured loan	Poonawalla Fincorp Limited	Working Capital loan	50.66	35.65	36	16.00%	NA
9	Unsecured loan	Standard Chartered Bank	Working Capital loan	50.00	33.09	33	15.50%	NA
10	Unsecured loan	Yes Bank Limited	Working Capital loan	50.00	33.16	36	15.00%	NA
11	Unsecured loan	IDFC FIRST Bank Limited	Working Capital loan	51.00	23.11	24	15.00%	NA

12	Unsecured loan	Director of Subsidiary – Stackglobe Softwares Pvt. Ltd.	Working Capital loan	N.A.	31.71	NA	NA	NA
13	Unsecured loan	Loan from Director- Vinod Kumar Beli	Working Capital loan	N.A.	12.50	NA	NA	NA

* There have been no defaults in the repayment of instalments by the Group as on 30.06.2026, 31.03.2026, 31.03.2025 and 31.03.2024 and in the Restated Consolidated Financial Statement, also there has been no rescheduling of any loans or finance facilities availed by the Group in such period, none of the outstanding loans have been converted into equity shares.

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MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. You should also read the section entitled ***"Risk Factors"*** on page 41 of this Draft Red Herring Prospectus, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and its subsidiaries (together, the ***"Group"***) and is based on our Restated Consolidated Financial Statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (***"Fiscal Year"*** or ***"FY"***) are to the twelve-month period ended March 31 of that year. Financial information for the period ended June 30, 2026 relates to the three-month period from 01.04.2026 to 30.06.2026, is not annualised and is not comparable with the financial information for the full financial years.

The Restated Consolidated Financial Statements have been prepared in accordance with Indian GAAP, the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018 and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, and restated as described in the examination report of our Statutory Auditors, M/s. A G R A and Co., Chartered Accountants, dated 03.11.2026, which is included in this Draft Red Herring Prospectus under the section titled ***"Restated Financial Statement"*** on page 207. The Restated Consolidated Financial Statements have been compiled from the audited consolidated financial statements of the Group for the years ended 31.03.2026, 31.03.2025 and 31.03.2024 on which the auditors have expressed an unmodified opinion vide their reports dated 20.09.2026, 30.09.2025 and 04.09.2024, respectively, and from the financial statements for the period ended June 30, 2026, and were approved by the Board of Directors of our Company on 03.11.2026. The Restated Consolidated Financial Statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our Restated Consolidated Financial Statements to US GAAP or IFRS, and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and US GAAP or IFRS as applied to our Restated Consolidated Financial Statements.

OVERVIEW

Our Company was incorporated as "**PradeepIT Consulting Services Private Limited**" on 25.05.2016 under the Companies Act, 2013, bearing CIN U74999KA2016PTC093587. The name was changed to "**PradeepIT Global Consulting Private Limited**" on 27.06.2024. Subsequently, the Company was converted into a public limited company pursuant to a special resolution dated 31.07.2026, and a fresh Certificate of Incorporation was issued on 24.09.2026 under the name "PradeepIT Global Consulting Limited", bearing CIN U74999KA2016PLC093587.

Our Company is engaged in the business of providing Information Technology (IT) and Information Technology enabled Services (ITeS). Our revenue from operations is derived primarily from IT consulting services rendered to customers within India and outside India, which contributed 86.88% and 13.12%, respectively, of our revenue from operations in FY 2026. During FY 2025 and FY 2024, certain of our erstwhile subsidiaries also derived revenue from the sale of traded goods (IT hardware).

Under a contract purchase agreement, our Company acquired the IT consulting business and the related customer contracts of Klaus IT Solutions Private Limited, with effect from 13.12.2024, for a total consideration of ₹450.00 lakhs, which has been recognised as business and contract rights under intangible assets and is amortised on a straight-line basis over five years.

As on June 30, 2026, our Company has three subsidiaries, namely Stackglobe Softwares Private Limited (55%), PradeepIT Global Consulting (SEA) Pte. Ltd., Singapore (90%) and PradeepIT Global Consulting (America) Inc., USA (90%). With effect from 07.04.2025, our Company sold its entire shareholding in Aptness IT Solutions Private Limited, Nirdhacloud Innovation Private Limited and Suaatas Tech Solutions Private Limited, which accordingly ceased to be subsidiaries/associates of our Company. For a detailed overview of our business, refer to ***" Business Overview"*** on page 142 of this Draft Red Herring Prospectus.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Summary of Significant Accounting Policies, please refer to ***"Restated Financial Statements"*** on page no. 207 of this Draft Red Herring Prospectus.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled ***"Risk Factors"*** on page no. 41 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Dependence on availability, cost and retention of skilled IT professionals and external consultants.
- Dependence on a limited number of customers for a significant portion of revenues.
- Concentration of revenue in the domestic market.
- Fluctuations in foreign exchange rates on account of export of services and foreign subsidiaries.
- Ability to integrate and derive benefits from the business and contracts acquired from Klaus IT Solutions Private Limited.
- Changes in the composition of the Group, including acquisition and cessation of subsidiaries.
- Working capital intensive nature of business with significant investment in trade receivables, including unbilled revenue.
- Existing indebtedness, including unsecured borrowings at relatively high rates of interest.
- Intense competition from domestic and global IT and ITeS service providers.
- Rapid technological changes and the need to upgrade service offerings.
- Dependence on Promoters, key managerial personnel and senior management.
- Failure to obtain, renew or maintain statutory approvals, licences and registrations may impact business operations.

Discussion on Result of Operations

Profit and Loss Statement

The following discussion on results of operations should be read in conjunction with the Restated Consolidated Financial Statements for the period ended June 30, 2026 and the years ended on March 31, 2026, March 31, 2025, and March 31, 2024.

(Amount in lakhs)

Particulars	30.06.2026	% of Total Income	31.03.2026	% of Total Income	31.03.2025	% of Total Income	31.03.2024	% of Total Income
Revenue from operations	952.55	99.64%	3840.85	99.81%	3425.22	99.67%	2376.2	99.36%
Other Income	3.47	0.36%	7.14	0.19%	11.35	0.33%	15.2	0.64%
Total Income	956.02	**100.00%**	3847.99	**100.00%**	3436.57	**100.00%**	2391.4	**100.00 %**
Expenses								
Cost of Raw Materials Consumed	-		-		-		-	
Purchase of Stock-in-trade	-	-	-	-	125.76	3.66%	9.6	0.40%
Changes in Inventories of Finished Goods Work-in-Progress	-	-	-	-	-110.11	-3.20%	-	-
Employee Benefit Expenses	375.52	39.28%	1357.06	35.27%	480.7	13.99%	317.87	13.29%
Finance Costs	27.81	2.91%	142.53	3.70%	90.06	2.62%	51.34	2.15%
Depreciation and Amortization Expenses	38.18	3.99%	162.42	4.22%	76.91	2.24%	76.53	3.20%
Other Expenses	387.6	40.54%	1663.5	43.23%	2317.98	67.45%	1692.82	70.79%
Total Expenses	829.11	**86.73%**	3325.51	**86.42%**	2981.3	**86.75%**	2148.16	**89.83%**

Particulars	30.06.2026	% of Total Income	31.03.2026	% of Total Income	31.03.2025	% of Total Income	31.03.2024	% of Total Income
Profit before tax and execption Item	126.91	**13.27%**	522.48	**13.58%**	455.27	**13.25%**	243.24	**10.17%**
Exceptional items - expense / (income)	-	-	1.91	0.05%	-	-	-	-
Profit before tax	126.91	**13.27%**	520.57	**13.53%**	455.27	**13.25%**	243.24	**10.17%**
Tax expenses								
Current tax	26.11	2.73%	118.98	3.09%	114.23	3.32%	40.91	1.71%
Deferred tax	-2.04	-0.21%	-1.81	-0.05%	-8.31	-0.24%	-1.89	-0.08%
Total tax expenses	24.07	**2.52%**	117.17	**3.04%**	105.92	**3.08%**	39.02	**1.63%**
Profit for the year	102.84	**10.76%**	403.4	**10.48%**	349.35	**10.17%**	204.22	**8.54%**
Profit / (loss) for the year attributable to:								
Owner of the Company	96.5	**10.09%**	394.18	**10.24%**	341.96	**9.95%**	188.09	**7.87%**
Minority intrest	6.34	**0.66%**	9.22	**0.24%**	7.39	**0.22%**	16.13	**0.67%**

Our Significant Accounting Policies
For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled ***"Restated Financial Statements"*** on page no. 207 of the Draft Red Herring Prospectus.

Overview of Revenue & Expenditure
The following discussion on results of operations should be read in conjunction with the Restated Consolidated Financial Statements for the period ended June 30, 2026, Financial Year 2025-26, Financial Year 2024-25 and Financial Year 2023-24. Our revenue and expenses are reported in the following manner:

Revenue from operations:
The Group's revenue is primarily generated from IT consulting services rendered to customers within India and outside India. Revenue from services is recognised on a pro-rata basis over the period of the contract as and when services are rendered, including unbilled revenue for services delivered but not invoiced at the reporting date. In FY 2025 and FY 2024, revenue also included sale of traded goods (IT hardware) by the erstwhile subsidiaries.

Particulars	For the Period ended 30.06.2026	For the Period ended 31.03.2026	For the Period ended 31.03.2025	For the Period ended 30.06.2024
Export(outside India)	89.08	472.34	482.86	372.00
Domestic(within India)	863.47	3,368.51	2,942.36	2,004.20
Total	**952.55**	**3,840.85**	**3,425.22**	**2,376.20**

Other Income:
Other income includes interest on bank deposits, interest on income tax refund, rental income and miscellaneous income.

Expenses:
Our total expenditure primarily consists of Purchases of stock-in-trade and Changes in inventories of stock-in-trade, Employee benefits expense, Finance costs, Depreciation and amortisation expense and Other expenses.

Purchases of stock-in-trade and Changes in inventories of stock-in-trade
Purchases of stock-in-trade and changes in inventories relate to IT hardware traded by the erstwhile subsidiaries in FY 2025 and FY 2024. Changes in inventories denotes increase/decrease in inventories of stock-in-trade between opening and closing dates of the financial year.

Employee benefits expense:
The employee benefit expenses mainly include salaries, wages and bonus, directors' remuneration, contribution to provident and other funds, gratuity, compensated absences and staff welfare expenses.

Particulars	As on 30.06.2026	As on 31.03.2026	As on 31.03.2025	As on 31.03.2024
Salaries, wages and bonus	348.81	1,194.65	424.73	285.97
Directors' remuneration	10.40	33.08	15.84	14.33
Contribution to provident and other funds	10.04	55.46	9.83	9.84
Gratuity expense (refer Annexure J)	4.21	17.29	6.72	4.27
Compensated absences	-	-	0.35	-
Staff welfare expenses	2.06	56.58	23.23	3.46
Total	**375.52**	**1,357.06**	**480.70**	**317.87**

Finance Costs:
The finance cost of the Group comprises interest on borrowings, including term loans, overdraft facilities and unsecured loans from banks and non-banking financial companies, and other borrowing costs such as processing fees.

Depreciation and amortisation expense:
Depreciation and amortisation expenses of the Group include depreciation on property, plant and equipment such as buildings, furniture and fittings, motor vehicles, office equipment and computers on the written down value method, and amortisation of business and contract rights on a straight-line basis over five years.

Other Expenses:
Other expenses mainly include legal and professional fees, software, subscription and IT expenses, rent, repairs and maintenance, travelling and conveyance, payment to auditors and other administrative expenses.

Particular	For the Period ended 31.03.2026	For the Period ended 31.03.2025	For the Period ended 31.03.2024	For the Period ended 30.06.2026
Power and fuel	1.90	5.83	4.92	1.86
Repairs and maintenance - buildings	1.04	3.40	6.34	15.71
Repairs and maintenance - others	4.46	17.51	17.36	1.68
Rent	10.64	42.54	24.73	13.70
Rates and taxes	11.09	3.77	1.55	3.32
Insurance	-	5.39	-	10.24
Travelling and conveyance	7.10	2.89	22.40	14.36
Telephone and internet expenses	2.90	5.95	5.42	2.28
Printing and stationery	0.31	0.44	0.62	0.10
Legal and professional fees	331.68	1,503.68	2,154.27	1,560.81
Postage and courier	0.13	0.90	0.43	0.41
Software, subscription and IT expenses	12.93	51.92	60.23	50.25
Vehicle running and maintenance	0.49	4.47	4.64	5.73
Advertisement and sales promotion	1.91	4.68	7.31	8.69
Commission and brokerage	-	-	-	0.27
Net loss on foreign currency transactions and translation	-	3.15	0.50	0.85
Miscellaneous expenses	0.02	2.48	4.91	1.76
Payment to auditors (refer note below)	1.00	4.50	2.35	0.80
Total	**387.60**	**1,663.50**	**2,317.98**	**1,692.82**

Tax Expense:
Tax expense comprises current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 and the tax laws prevailing in the respective jurisdictions in which the Group operates. Deferred tax reflects the impact of timing differences between taxable income and accounting income.

THREE MONTHS PERIOD ENDED JUNE 30, 2026 (BASED ON RESTATED FINANCIAL STATEMENTS)

Total Income:
Our total income for the three months' period ended 30.06.2026 was ₹956.02 lakhs, comprising revenue from operations of ₹952.55 lakhs (99.64% of total income) and other income of ₹3.47 lakhs (0.36% of total income).

Revenue from Operations:
Revenue from operations of ₹952.55 lakhs comprised IT consulting services rendered within India of ₹863.47 lakhs (90.65% of revenue from operations) and outside India of ₹89.08 lakhs (9.35% of revenue from operations).

Other Income:
Other income amounted to ₹3.47 lakhs. Comprised rental income of ₹3.37 lakhs and miscellaneous income of ₹ 0.02 lakhs.

Total expenses for the period were ₹829.11 lakhs, representing 86.73% of total income, and comprised employee benefits expense of ₹375.52 lakhs (39.28%), finance costs of ₹27.81 lakhs (2.91%), depreciation and amortisation expense of ₹38.18 lakhs (3.99%) and other expenses of ₹387.60 lakhs (40.54%).

Employee Benefits Expense:
Employee benefits expense amounted to ₹375.52 lakhs, mainly comprising salaries, wages and bonus of ₹348.81 lakhs, contribution to provident and other funds of ₹10.04 lakhs, directors' remuneration of ₹10.40 lakhs, staff welfare expenses of ₹2.06 lakhs and gratuity expense of ₹4.21 lakhs.

Finance Costs:
Finance costs of ₹27.81 lakhs were incurred during the period, comprising interest on borrowings of ₹22.18 lakhs and other borrowing costs of ₹5.63 lakhs.

Depreciation and Amortisation Expenses:
Depreciation and amortisation expense amounted to ₹38.18 lakhs, comprising depreciation on property, plant and equipment of ₹15.68 lakhs and amortisation of intangible assets of ₹22.50 lakhs.

Other Expenses:
Other expenses amounted to ₹387.60 lakhs, representing 40.54% of total income, and mainly comprised legal and professional fees of ₹331.68 lakhs.

Restated Profit Before Tax:
As a result of the foregoing, the profit before tax for the period was ₹126.91 lakhs, representing 13.27% of total income.

Tax Expense:
Tax expense for the period was ₹24.07 lakhs, comprising current tax of ₹26.11 lakhs and a deferred tax credit of ₹2.04 lakhs, resulting in an effective tax rate of approximately 18.97%.

Profit for the Period:
As a result of the foregoing, the profit for the period was ₹102.84 lakhs (10.76% of total income), of which ₹6.34 lakhs was attributable to minority interest and ₹96.50 lakhs was attributable to the owners of the Company.

FINANCIAL YEAR 2025-26 COMPARED TO FINANCIAL YEAR 2024-25 (BASED ON RESTATED FINANCIAL STATEMENTS)

With effect from 07.04.2025, Aptness IT Solutions Private Limited, Nirdhacloud Innovation Private Limited and Suaatas Tech Solutions Private Limited ceased to be subsidiaries/associates of our Company, and our Company has also entered into a Service Contract Agreement dated 13.12.2024, with Klaus IT Solutions Private Limited. Accordingly, the results for FY 2026 are not strictly comparable with those for FY 2025.

Particulars	As on 31.03.2026	As on 31.03.2025	Change in Rs.	% change
Revenue from operations	3840.85	3425.22	415.63	12.13%
Other Income	7.14	11.35	-4.21	-37.09%
Total Income	**3847.99**	**3436.57**	**411.42**	**11.97%**
Expenses				
Cost of Raw Materials Consumed	-	-	-	-
Purchase of Stock-in-trade	-	125.76	-	-
Changes in Inventories of Finished Goods Work-in-Progress	-	-110.11	-	-
Employee Benefit Expenses	1357.06	480.7	876.36	182.31%
Finance Costs	142.53	90.06	52.47	58.26%
Depreciation and Amortization Expenses	162.42	76.91	85.51	111.18%
Other Expenses	1663.5	2317.98	-654.48	-28.23%
Total Expenses	**3325.51**	**2981.3**	**344.21**	**11.55%**
Profit before tax and execption Item	**522.48**	**455.27**	**67.21**	**14.76%**
Exceptional items - expense / (income)	1.91	-	1.91	-
Profit before tax	**520.57**	**455.27**	**65.3**	**14.34%**
Tax expenses				
Current tax	118.98	114.23	4.75	4.16%
Deferred tax	-1.81	-8.31	6.5	-78.22%
Total tax expenses	**117.17**	**105.92**	**11.25**	**10.62%**
Profit for the year	**403.4**	**349.35**	**54.05**	**15.47%**
Profit / (loss) for the year attributable to:				
Owner of the Company	**394.18**	**341.96**	**52.22**	**15.27%**
Minority Intrest	**9.22**	**7.39**	**1.83**	**24.76%**

Total Income:
The total income of the Group increased from ₹3,436.57 lakhs in FY 2025 to ₹3,847.99 lakhs in FY 2026, representing a growth of approximately 11.98%. The increase in total income was primarily attributable to an increase in revenue from operations from ₹3,425.22 lakhs in FY 2025 to ₹3,840.85 lakhs in FY 2026.

Revenue from Operations:
Revenue from operations of the Group increased from ₹3,425.22 lakhs in FY 2025 to ₹3,840.85 lakhs in FY 2026, representing a growth of approximately 12.13%. The increase was primarily attributable to the acquisition of a significant contract under which the Group transitioned from being a Tier-2 supplier to becoming a principal supplier to a technology support services export Company.

Other Income:
The Group's other income decreased from ₹11.35 lakhs in FY 2025 to ₹7.14 lakhs in FY 2026, representing a decrease of approximately 37.09%. The detailed break-up of other income is:

Particulars	As on 31.03.2026	As on 31.03.2025
Interest on bank deposits	0.14	0.76
Interest on income tax refund	0.16	2.80
Rental income	6.66	7.79
Miscellaneous income	0.18	–
Total	7.14	11.35

Purchases of stock-in-trade and Changes in inventories of stock-in-trade
Purchases of stock-in-trade of ₹125.76 lakhs and changes in inventories of ₹(110.11) lakhs in FY 2025 related to IT hardware traded by the erstwhile subsidiaries. There were no such purchases in FY 2026, as these entities ceased to be subsidiaries with effect from April 1, 2025. The closing inventory as at March 31, 2025 pertained to Suaatas Tech Solutions Private Limited.

Employee Benefits Expense:
Employee benefits expenses increased from ₹480.70 lakhs in FY 2025 to ₹1,357.06 lakhs in FY 2026, representing an increase of approximately 182.13%. This increase was primarily attributable to the transition of a majority of our service delivery arrangements from consultants and third-party suppliers to employees engaged directly on our payroll. This transition reflects our focus on strengthening our internal workforce and enhancing control over service delivery.

(In numbers)

Particulars	FY 2026	FY 2025
Employee count	247	47

Finance Costs:
Finance costs increased from ₹90.06 lakhs in FY 2025 to ₹142.53 lakhs in FY 2026, representing an increase of approximately 58.26%. The increase was primarily attributable to higher financing requirements to support our business operations. The availability and utilisation of debt financing facilities and invoice factoring or discounting facilities have supported our working capital requirements and facilitated the management of cash flows arising from our business operations.

During FY 2026, the Group availed unsecured loans from Clix Capital Services Private Limited, Godrej Finance Limited and Poonawalla Fincorp Limited at interest rates of 16% p.a. and from Axis Bank at 15.5% p.a., which were outstanding as at March 31, 2026.

Depreciation and Amortisation Expenses:
Depreciation and amortisation expenses increased from ₹76.91 lakhs in FY 2025 to ₹162.42 lakhs in FY 2026, representing an increase of approximately 111.19%. The increase reflects the higher depreciation and amortisation charge recognised during FY 2026.

Other Expenses:
Other expenses decreased from ₹2,317.98 lakhs in FY 2025 to ₹1,663.50 lakhs in FY 2026, representing a decrease of approximately 28.24%. This reduction partially offset the increase in employee benefits expenses, finance costs and depreciation and amortisation expenses during the year. The decrease in other expenses was primarily attributable to a reduction in legal and professional fees from ₹2,154.27 lakhs in FY 2025 to ₹1,503.68 lakhs in FY 2026.

Total Expenses:
Total expenses increased from ₹2,981.30 lakhs in FY 2025 to ₹3,325.51 lakhs in FY 2026, representing an increase of approximately 11.55%. The increase was primarily attributable to higher employee benefits expenses, finance costs and depreciation and amortisation expenses, partially offset by a decrease in other expenses.

Profit Before Tax:
Profit before tax and exceptional items increased from ₹455.27 lakhs in FY 2025 to ₹522.48 lakhs in FY 2026, representing a growth of approximately 14.76%. After accounting for exceptional expenses of ₹1.91 lakhs in FY 2026, profit before tax was ₹520.57 lakhs, compared with ₹455.27 lakhs in FY 2025, representing a growth of approximately 14.34%.

Tax Expenses:
Total tax expenses increased from ₹105.92 lakhs in FY 2025 to ₹117.17 lakhs in FY 2026, representing an increase of approximately 10.62%. This comprised current tax of ₹118.98 lakhs and a deferred tax credit of ₹1.81 lakhs in FY 2026, as compared with current tax of ₹114.23 lakhs and a deferred tax credit of ₹8.31 lakhs in FY 2025.

Profit for the Year:
Profit for the year increased from ₹349.35 lakhs in FY 2025 to ₹403.40 lakhs in FY 2026, representing a growth of approximately 15.49%. Despite the increase in operating expenses, the Group recorded growth in profit before tax and profit for the year, supported by the increase in revenue from operations and the reduction in other expenses.

FINANCIAL YEAR 2024-25 COMPARED TO FINANCIAL YEAR 2023-24 (BASED ON RESTATED FINANCIAL STATEMENTS)

Stackglobe Softwares Private Limited, Nirdhacloud Innovation Private Limited and Suaatas Tech Solutions Private Limited became subsidiaries of our Company during FY 2024 (on 18.09.2023, 30.01.2024 and 01.02.2024, respectively), and Aptness IT Solutions Private Limited and PradeepIT Global Consulting (America) Inc. during FY 2025 (on 01.05.2024 and 24.05.2024, respectively). Accordingly, the results for FY 2025 are not strictly comparable with those for FY 2024.

Particulars	As on 31.03.2025	As on 31.03.2024	Change in amount	% change
Revenue from operations	3425.22	2376.2	1049.02	44.15%
Other Income	11.35	15.2	-3.85	-25.33%
Total Income	**3436.57**	**2391.4**	**1045.17**	**43.71%**
Expenses				
Cost of Raw Materials Consumed	-	-		
Purchase of Stock-in-trade	125.76	9.6	116.16	1210.00%
Changes in Inventories of Finished Goods Work-in-Progress	-110.11	-	-110.11	-
Employee Benefit Expenses	480.7	317.87	162.83	51.23%
Finance Costs	90.06	51.34	38.72	75.42%
Depreciation and Amortization Expenses	76.91	76.53	0.38	0.50%
Other Expenses	2317.98	1692.82	625.16	36.93%
Total Expenses	**2981.3**	**2148.16**	**833.14**	**38.78%**
Profit before tax and execption Item	**455.27**	**243.24**	**212.03**	**87.17%**
Exceptional items - expense / (income)				
Profit before tax	**455.27**	**243.24**	**212.03**	**87.17%**
Tax expenses				
Current tax	114.23	40.91	73.32	179.22%
Deferred tax	-8.31	-1.89	-6.42	339.68%
Total tax expenses	**105.92**	**39.02**	**66.9**	**171.45%**
Profit for the year	**349.35**	**204.22**	**145.13**	**71.07%**
Profit / (loss) for the year attributable to:				
Owner of the Company	**341.96**	**188.09**	**153.87**	**81.81%**
Minority Intrest	**7.39**	**16.13**	**-8.74**	**-54.18%**

Revenue from Operations

Revenue from operations of the Group increased from ₹2,376.20 lakhs in FY 2024 to ₹3,425.22 lakhs in FY 2025, representing a growth of 44.15%. The increase was primarily attributable to the Group's efforts to transition its business from predominantly providing technology support services through external and third-party suppliers towards building its own capabilities in technology support services.

Other Income

Other income decreased from ₹15.20 lakhs in FY 2024 to ₹11.35 lakhs in FY 2025, representing a decrease of 25.33%.

Total Income

Total income increased from ₹2,391.40 lakhs in FY 2024 to ₹3,436.57 lakhs in FY 2025, representing a growth of 43.71%, primarily driven by the increase in revenue from operations.

Purchases of Stock-in-Trade and Changes in Inventories

Purchases of stock-in-trade increased from ₹9.60 lakhs in FY 2024 to ₹125.76 lakhs in FY 2025, representing an increase of 1,210.00%. Changes in inventories of finished goods and work-in-progress amounted to Nil in FY 2024 and ₹(110.11) lakhs in FY 2025.

Employee Benefits Expense
Employee benefits expenses increased from ₹317.87 lakhs in FY 2024 to ₹480.70 lakhs in FY 2025, representing an increase of 51.23%. During this period, a majority of the Group's service delivery arrangements were carried out through consultants and third-party suppliers, with the objective of managing the working capital requirements associated with the business. The Group continued to utilise such arrangements to support its service delivery requirements.

Finance Costs
Finance costs increased from ₹51.34 lakhs in FY 2024 to ₹90.06 lakhs in FY 2025, representing an increase of 75.42%.

Depreciation and Amortisation Expenses
Depreciation and amortisation expenses increased from ₹76.53 lakhs in FY 2024 to ₹76.91 lakhs in FY 2025, representing an increase of 0.50%.

Other Expenses
Other expenses increased from ₹1,692.82 lakhs in FY 2024 to ₹2,317.98 lakhs in FY 2025, representing an increase of 36.93%. The increase was primarily attributable to the Group's reliance on consultants and third-party suppliers for the delivery of technology support services. These arrangements enabled the Group to manage the working capital requirements associated with its business operations while meeting its service delivery obligations.

Total Expenses
Total expenses increased from ₹2,148.16 lakhs in FY 2024 to ₹2,981.30 lakhs in FY 2025, representing an increase of 38.78%. The increase was primarily attributable to higher other expenses, employee benefits expenses, finance costs and purchases of stock-in-trade.

Profit Before Tax
Profit before tax and exceptional items increased from ₹243.24 lakhs in FY 2024 to ₹455.27 lakhs in FY 2025, representing a growth of 87.16%. There were no exceptional items reported for either of the two financial years.

Tax Expenses
Total tax expenses increased from ₹42.44 lakhs in FY 2024 to ₹105.92 lakhs in FY 2025, representing an increase of 149.58%. This comprised current tax of ₹114.23 lakhs and a deferred tax credit of ₹8.31 lakhs in FY 2025, compared with current tax of ₹40.91 lakhs and deferred tax expense of ₹1.53 lakhs in FY 2024.

Profit for the Year
Profit for the year increased from ₹200.80 lakhs in FY 2024 to ₹349.35 lakhs in FY 2025, representing a growth of 73.98%. The increase in profit was primarily attributable to the growth in revenue from operations, which exceeded the percentage increase in total expenses.

Balance Sheet
The following discussion on balance sheet should be read in conjunction with the Restated Consolidated Financial Statements as at June 30, 2026, March 31, 2026, March 31, 2025 and March 31, 2024.

(Amount in lakhs)

Particulars	30.06.2026	31.03.2026	31.03.2025	31.03.2024
Liabilities				
Long Term Borrowings	282.57	254.19	374.42	146.5
Short Term Borrowings	534.42	655.73	519.18	473.57
Trade Payables	216.98	153.57	343.63	572.1
Contingent Liability	-	-	-	-
Assets				
Property, Plant and Equipment	528.52	543.51	561.09	587.9
Intangible Assets	337.5	360	-	-
Intangible Assets under Development	148.68	118.35	-	-
Inventory	-	-	110.11	-

Particulars	30.06.2026	31.03.2026	31.03.2025	31.03.2024
Trade Receivable	905.57	911.55	855.56	675.46
Short Term Loans and Advances	396.24	304.34	73.33	106.8

Overview of Assets and Liabilities
The following discussion on assets and liabilities should be read in conjunction with the Restated Consolidated Financial Statements as at and for the period ended June 30, 2026 and the years FY 2026, FY 2025 and FY 2024. Our assets and liabilities are reported in the following manner:

Long Term Borrowing
Long-term borrowings of the Group comprise secured term loans from ICICI Bank Limited secured by mortgage of property and land, and unsecured term loans from banks and non-banking financial companies, net of current maturities.

Short Term Borrowing
Short-term borrowings of the Group primarily include secured overdraft facilities from banks repayable on demand, current maturities of long-term borrowings, loans from directors of subsidiaries and, as at June 30, 2026, a loan from our Managing Director.

Particulars	30.06.2026	31.03.2026	31.03.2025	31.03.2024
Loans repayable on demand from banks (secured)	332.09	382.11	311.92	379.45
Loans repayable on demand from other parties	-	-	15.09	17.00
Current maturities of long-term borrowings	158.12	246.16	158.19	57.87
Loans and advances from director	12.50	-	-	-
Loans and advances from directors of Subsidiaries	31.71	27.46	33.98	19.25
Total	**534.42**	**655.73**	**519.18**	**473.57**

Trade Payables
Trade payables represent the amounts that the Group owes to its vendors for services and goods obtained on credit, including dues to micro and small enterprises.

Particulars	30.06.2026	31.03.2026	31.03.2025	31.03.2024
Total outstanding dues of micro enterprises and small enterprises	147.43	112.58	132.70	186.42
Total outstanding dues of creditors other than micro and small enterprises	69.55	40.99	210.93	385.68
Total	**216.98**	**153.57**	**343.63**	**572.10**

Contingent Liability
The Group does not have any contingent liability as at June 30, 2026, March 31, 2026, March 31, 2025 and March 31, 2024.

Property, plant and equipment and intangible assets
Property, plant and equipment include land, buildings, furniture and fittings, motor vehicles, office equipment and computers. Intangible assets comprise business and contract rights acquired from Klaus IT Solutions Private Limited. Intangible assets under development comprise projects in progress.

Inventory
Inventory comprised stock-in-trade (IT hardware) held by an erstwhile subsidiary as at March 31, 2025.

Trade Receivable
Trade receivables represent amounts due from customers for services rendered, including unbilled receivables for services rendered but invoiced after the reporting date.

Short Term Loans and Advances
Short-term loans and advances of the Group comprise advances to suppliers, advances to employees, prepaid expenses, balances with GST authorities and TDS / TCS receivable and advance tax (net of provision for tax).

Particulars	As at 30.06.2026	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
Advances to suppliers	273.90	225.02	40.24	-
Advances to employees	13.16	13.13	14.59	15.96
Prepaid expenses	36.85	17.85	3.33	-
Balances with GST authorities	-	-	19.15	15.99
TDS / TCS receivable and advance tax (net of provision for tax)	71.33	47.84	(3.98)	74.85
Other loans and advances	1.00	0.50	-	-
Total	**396.24**	**304.34**	**73.33**	**106.80**

Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:
An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. **Unusual or infrequent events or transactions** - Except as described in this Draft Red Herring Prospectus, including the acquisition of the business and customer contracts of Klaus IT Solutions Private Limited with effect from April 1, 2025, the cessation of Aptness IT Solutions Private Limited, Nirdhacloud Innovation Private Limited and Suaatas Tech Solutions Private Limited as subsidiaries with effect from April 1, 2025, and the exceptional item of ₹ 1.91 lakhs in FY 2026, to the best of the knowledge of our management, there have been no other events or transactions which may be described as ***"unusual"*** or ***"infrequent"***.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations** - Except as disclosed in this Draft Red Herring Prospectus, there are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. **Known trends or uncertainties that have/had or are expected to have a material adverse impact on sales, revenue or income from continuing operations** - Apart from the risks as disclosed under Section titled ***"Risk Factors"*** beginning on page no. 41 in this Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. **Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known** - Other than as described in the chapters titled ***"Risk Factors"*** and ***"Business Overwiew"*** on pages 41 and 142 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. **Increases in net sales or revenue and Introduction of new products or services or increased sales prices** - Increases in revenue from operations during the periods under review are attributable.

6. **Total turnover of each major industry segment in which the issuing company operated** - The Group is in the business of providing IT and ITeS services. Revenue from customers within India was ₹ 863.47 lakhs, ₹ 3,368.52 lakhs, ₹ 2,942.36 lakhs and ₹ 2,004.20 lakhs, and from customers outside India was ₹ 89.08 lakhs, ₹ 475.28 lakhs, ₹ 482.86 lakhs and ₹ 372.00 lakhs, for the period ended June 30, 2026 and FY 2026, FY 2025 and FY 2024, respectively. Relevant industry data, as available, has been included in the chapter titled ***"Industry Overview"*** beginning on page 128 of this Draft Red Herring Prospectus.

7. **Status of any publicly announced new products or business segments** - Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

8. **Dependence on single or few customers** - See ***"Risk Factors"*** on page 41.

9. **Competitive conditions** - We operate in a competitive environment. See ***"Business Overview"*** and ***"Industry Overview"*** on pages 142 and 128s respectively, for further information on competitive conditions that we face.

10. **Details of material developments after the date of last balance sheet i.e. June 30, 2026** - After the date of last balance sheet i.e. June 30, 2026, no material events/ developments have occurred except the following:

- On July 27, 2026, our Company issued bonus shares in the ratio of 400 equity shares for every one equity share held.
- On July 28, 2026, each equity shares of face value ₹10 was sub-divided into two equity shares of face value ₹5 each.
- Pankaj Kumar Sharma was appointed as an Independent Director of our Company on July 28, 2026.
- Pursuant to the approval of the Shareholders dated July 31, 2026, our Company was converted from a private limited company into a public limited company with effect from September 24, 2026, and its name was changed to ***"PradeepIT Global Consulting Limited"***.
- The auditors issued their report on the audited consolidated financial statements for FY 2026 on September 23, 2026.
- The Board of Directors approved the Restated Consolidated Financial Statements on September 29, 2026, and the Statutory Auditors issued their examination report thereon on the same date.
- Resolutions passed by the Board of Directors and the Shareholders approving the Issue: dated 30.09.2026 and 05.10.2026, respectively
- Resolution passed by the Board of Directors approving this Draft Red Herring Prospectus: dated 29.10.2026

Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rates. In the normal course of business, we are exposed to certain market risks including interest rate risk, liquidity risk and credit risk. We focus to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on our financial performance.

Interest rate risk

Interest rate risk results from changes in prevailing market interest rates, which can cause a change in the fair value of fixed-rate and variable-rate instruments and changes in the interest payments of the variable-rate instruments. Our operations are funded to a certain extent by borrowings. Our current loan facilities carry interest at fixed rates. We mitigate risk by structuring our borrowings to achieve a reasonable, competitive cost of funding. There can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks.

Liquidity risk

Liquidity risk is the risk that our Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk is managed by us through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. Our Company employee prudent liquidity risk management practices by maintaining adequate reserves, banking facilities and other committed borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Credit Risk

Credit risk is the risk of financial loss to our Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from our Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, we periodically assess financial creditworthiness of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount. However, there can be no assurance that our counterparties may not default on their obligations, which may adversely affect our business and financial condition.

Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of

business. Our Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates.

Cash and cash equivalents

The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing.

Material Frauds

There are no material frauds committed against our Company in the last three financials year.

Disclosure under Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations

A. Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

Except as described elsewhere in this Draft Red Herring Prospectus, there have been no events or transactions to our knowledge which may be described as "unusual" or "infrequent".

B. Significant economic changes that materially affected or are likely to affect income from continuing operations

We derive a significant portion of our revenue from government entities and government offices. Accordingly, our operations and financial performance are subject to changes in government policies, regulations, budgetary allocations, procurement practices and expenditure relating to the sectors in which we operate. In addition, our business and financial performance are influenced by the overall growth and economic conditions in India. Any material changes in these factors, including changes in government spending, policies or priorities, may adversely affect our operations, financial condition and results of operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income except as mentioned in the section titled *"Risk Factors"* beginning on page 41 of this Draft Red Herring Prospectus.

C. 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 the section titled *"Risk Factors"* beginning on page 41 respectively of this Draft Red Herring Prospectus, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

D. Expected 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 business is labour-intensive and, accordingly, employee benefit expenses and other personnel-related costs constitute a significant component of our operating costs. Any increase in minimum wages, statutory contributions, employee benefits, or other labour-related costs may result in an increase in our cost of operations. In addition, changes in the cost of consumables, materials, equipment, utilities and other inputs used in providing our IFM services may affect our operating costs.

Our contracts with customers, including government entities and government offices, generally provide for pricing and commercial terms that are determined based on the scope of services, prevailing statutory requirements, applicable wage rates and other contractual considerations. The extent to which increases in labour and other input costs can be passed on to our customers depends on the terms of individual contracts, applicable procurement conditions and our ability to negotiate or obtain corresponding revisions in contract prices. Accordingly, we may not always be able to fully pass on increases in our costs to our customers, which may adversely affect our profit margins and results of operations.

As of the date of this Draft Red Herring Prospectus, based on information available to us, we are not aware of any

material changes in the relationship between our costs and revenues arising from any known or anticipated increase in labour, material or other input costs that would be expected to have a material adverse impact on our business, financial condition or results of operations. However, any significant increase in such costs in the future, particularly where such increases cannot be recovered through revisions in contract prices, may adversely affect our profitability and cash flows.

E. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

For further details, please refer to the section titled "***Basis for Offer Price***" beginning on page 113 and the sub-section titled "Revenue from Operations" under the section "***Principal Components of our Statement of Profit and Loss Account***" in this chapter of this Draft Red Herring Prospectus.

F. Total turnover of each major industry segment in which the issuer operated

For further details, please refer to the section titled "***Revenue from Operations***" under the section "***Principal Components of our Statement of Profit and Loss Account***" in this chapter of this Draft Red Herring Prospectus.

G. Status of any publicly announced new products or business segment

Except as disclosed in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products/ services or business segment.

H. The extent to which business is seasonal

Our business is not subject to seasonal variations.

I. Any significant dependence on a single or few suppliers or customers

Revenues from any particular customer may vary between financial reporting periods depending on the nature and term of ongoing contracts with such customer.

The table below sets forth our revenue from our top 1, 3, 5 and 10 customers of our Company as a percentage of our revenue from operations as on 30.06.2026, 31.03.2026, 31.03.2025, 31.03.2024 are as below:

(₹ in lakhs)

Particular	31.03.2024	%age	31.03.2025	%age	31.03.2026	%age	30.06.2026	%age
Top 1 Customer	730.28	30.73%	721.93	21.08%	2142.52	55.78%	613.55	64.41%
Top 3 Customer	1488.8	62.65%	1838.59	53.68%	2795.88	72.79%	764.44	80.25%
Top 5 Customer	2000.21	84.17%	2525.49	73.73%	3286.5	85.56%	826.5	86.76%
Top 10 Customer	2,349.97	98.90%	3,036.75	88.66%	3,566.30	92.85%	892.44	93.69%

% depicts share of customers as a % of Revenue from customers.

The table below sets forth our top 1, 3, 5 and 10 suppliers of our Company as on 30.06.2026, 31.03.2026, 31.03.2025, 31.03.2024 are as below:

(₹ in lakhs)

Particular	31.03.2024	%age	31.03.2025	%age	31.03.2026	%age	30.06.2026	%age
Top 1 Supplier	232.9	14.92%	435.92	20.24%	114.34	7.60%	42.84	12.92%
Top 3 Supplier	588.76	37.72%	859.3	39.89%	289.47	19.25%	96.95	29.23%
Top 5 Supplier	834.58	53.47%	1105.91	51.34%	405.29	26.95%	132.26	39.87%
Top 10 Supplier	916.18	58.70%	1,447.43	67.19%	593.48	39.47%	186.36	56.19%

J. Competitive conditions

The IT services and consulting industry is highly competitive and characterised by the presence of large multinational IT services companies, established Indian IT service providers, specialised technology consulting firms, mid-sized IT companies and smaller service providers. The Company competes across multiple service segments, including technology consulting, enterprise application implementation and support, IT infrastructure and consulting, cloud

services, data and artificial intelligence services, Recruitment Delivery Services and IT-enabled services. The competitive environment varies across engagements depending upon the scope of work, technical complexity, client requirements, geography and commercial terms. The Company's engagements may involve competition from service providers offering similar technology capabilities, specialised domain expertise or resource augmentation models. The Company believes that the ability to understand client requirements, provide appropriate technology solutions, deliver projects within agreed timelines and commercial terms, maintain service quality and provide post-deployment support are important factors influencing competition in the industry.

The Company's diversified service portfolio enables it to address various technology and operational requirements of its clients across different stages of the technology lifecycle, ranging from consulting and implementation to migration, integration, application support, managed services and IT-enabled services. The Company undertakes engagements through various commercial models, including fixed-price contracts, time-and-material arrangements, resource augmentation assignments, managed services engagements and annual support and maintenance contracts, depending upon the requirements of its clients. The Company also serves clients across India and international markets through its principal delivery centre in Bengaluru, supported by its subsidiaries in the United States of America and Singapore. In addition, the Company's capabilities across enterprise applications, cloud technologies, data and artificial intelligence, IT infrastructure and IT-enabled services enable it to participate in engagements involving different technology requirements and levels of complexity. As the industry continues to evolve with increasing adoption of cloud computing, artificial intelligence, data analytics, digital technologies and enterprise applications, competition is expected to remain influenced by technological capabilities, availability of skilled resources, service quality, delivery capabilities, pricing and the ability to adapt to changing client requirements.

Material Developments subsequent to last Audited Balance Sheet

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the business activities or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months, except as disclosed below:

Appointment of Non-Executive Independent Directors

With a view to strengthening the Company's Board composition and corporate governance framework, the Company appointed the following individuals as Non-Executive Independent Directors:
Mr. Pankaj Kumar Sharma with effect from 28.07.2026 appointed as Non-Executive Independent Director for a term of 5 five years.

Appointment of Company Secretary and Compliance Officer

Shweta Arora was appointed as the Company Secretary and Compliance Officer of the Company with effect from 24.09.2026. Her appointment is intended to strengthen the Company's secretarial, regulatory and compliance functions and support the Company's corporate governance requirements

Bonus Issue and Allotment of Equity Shares

The shareholders of the Company approved a bonus issue of equity shares pursuant to a resolution dated 25.07.2026. Subsequently, the Company allotted the bonus equity shares pursuant to a Board resolution dated 27.07.2026, in the ratio of 400 (Four Hundred) equity share for every 1 (One) existing equity share held by the shareholders.

Approval on Share Sub-Division (Stock Split)

The company split its existing 65,00,000 equity shares of face value ₹10 each into 1,30,00,000 equity shares of face value ₹5 each. The Sub-division approved in EGM with shareholder's approval dated 28.07.2026. This standard corporate action boosts market liquidity and makes individual shares more accessible to retail investors without altering existing shareholders' proportional ownership or total equity value.

Adoption of New Articles of Association

The Company adopted a new set of Articles of Association on 31.07.2026. The new Articles of Association have been adopted to align the Company's constitutional documents with the applicable provisions of the Companies Act, 2013 and the regulatory requirements applicable in connection with the proposed initial public offering and listing of the Company's equity shares.

Aproval of the Offer:

The Board of Directors approved the Offer pursuant to its resolution dated 30.09.2026, which was subsequently approved by the members of the Company at the Extraordinary General Meeting held on 05.10.2026.

Change in Corporate Identification Number:

The Company obtained a fresh Certificate of Incorporation dated 24.09.2026, pursuant to the change in its Corporate Identification Number ("CIN") from U74999KA2016PTC093587 to U74999KA2016PLC093587.

Disassociation of entities as subsidiaries or Associate of our company.

The company disinvested its entire shareholding and the Company's shareholding in Stackglobe Softwares Private Limited on 28.09.2026 and in Nirdhacloud Innovation Private Limited, Suaatas Tech Solutions Private Limited and Aptness IT Solutions Private Limited on 07.04.2025 ceased, and accordingly, these entities are no longer subsidiaries or associate of the Company.

Disassociation from Group entities by promoters.

Pursuant to the transfer of their respective equity shares, Vinod Kumar Beli and Geeta P Ari ceased to be shareholders and promoters of Ahvi Infotech Private Limited with effect from 07.08.2026. Further, pursuant to a similar transfer of shares, Geeta P Ari ceased to be a promoter and shareholder of Prastuti Consulting Private Limited with effect from 07.08.2026. Consequent to these transactions, the aforementioned individuals hold no equity interest or operational control in the respective entities. Accordingly, they stand fully disassociated for all regulatory and legal reporting purposes.

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CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at 30.06.2026, derived from our Restated Financial Statements and as adjusted for the Offer. This table below should be read in conjunction with the sections titled **"Risk Factors"**, **"Financial Information"** and **"Management's Discussion and Analysis of Financial Condition and Results of Operations"** , beginning on page 41, 207 and 211 respectively of this Draft Red Herring Prospectus.

(Amount in ₹ lakhs)

Particulars	Pre-Offer as at 30.06.2026	As adjusted for the Proposed Offer
Borrowings		
Current Borrowings	534.42	[•]^
Non-Current Borrowings (incl. current maturity of long-term debt)	282.57	[•]^
Total Borrowings (A)	**816.99**	**[•]^**
Shareholder's Funds		
Equity Share Capital*	1	[•]^
Reserve and Surplus*	1,327.80	[•]^
Total Shareholder's Funds (B)	**1,328.80**	**[•]^**
Non-Current Borrowings / Total Shareholder's Funds Ratio (times)	0.21	**[•]^**
Total Borrowings / Total Shareholder's Funds Ratio (A/B) (times)	0.61	**[•]^**

*the corresponding post-Offer figures will be calculated on conclusion of the fixed price process.
^To be updated upon finalization of the Offer Price

Note:

1. The above statement has been computed on the basis of amounts derived from the Restated Financial Statements of our Company as at and for the financial year ended March 31, 2026, and has been certified by A G R A AND CO, Chartered Accountants, the Statutory Auditors of our Company, by their certificate dated 03.11.2026.
2. Current borrowings imply borrowings repayable within 12 months from the Balance Sheet date excluding the current maturities of long-term borrowings. Non-current borrowings are debts other than short-term borrowings including current maturities of long-term borrowings.
3. The above has been computed on the basis on amounts derived from Restated Financial Statements as on 30.06.2026.
4. The Company is proposing to have public offer of shares comprising of issue of new Equity Shares and Offer of Sale by the Promoter Selling Shareholder.
5. Total Shareholders' Funds represents the aggregate of the paid-up equity share capital and reserves and surplus of our Company, as restated, and does not include revaluation reserves, write-back of depreciation or amalgamation.
6. The Offer comprises of both fresh issue and offer for sale of equity shares by our Company. Accordingly, the as-adjusted Equity Share Capital and Reserves and Surplus shall be determined upon finalisation of the offer Price and the offer size.

There has been no material change in the capitalisation of our Company since 30.06.2026, being the date as at which the Restated Financial Statements have been drawn up, other than as disclosed in the sections titled **"Capital Structure" and "Management Discussion and Analysis of Financial Condition and Results of Operations –** Significant Developments after 30.06.2026 **"** beginning on pages 90 and 211, respectively, of this Draft Red Herring Prospectus.

SECTION VII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVLOPMENTS

*Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any judicial authority); (ii) actions by statutory or regulatory authorities; (iii) claims related to direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (ii) above) which have been determined to be material pursuant to the Materiality Policy (as disclosed herein below), involving our Company, our Directors, our Promoters, our Material Subsidiary, (the **"Relevant Parties"**).*

Further, except as disclosed in this section, there are no (a) disciplinary actions including penalty imposed by the SEBI or any stock exchange against any of our Promoters in the last five Financial Years preceding the date of this Draft Red Herring Prospectus; (b) outstanding criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any judicial authority), involving our Key Managerial Personnel; (c) outstanding actions by statutory or regulatory authorities against our Key Managerial Personnel; or (d) pending litigation involving our Group Companies which may have a material impact on our Company.

*For the purpose of identification and disclosure of material litigation in relation to (iv) above, our Board in its meeting held on 24.09.2026 has considered and adopted the following policy on materiality with regard to material outstanding litigation involving the Relevant Parties, to be disclosed by our Company in this Draft Red Herring Prospectus **("Materiality Policy")**.*

(i) the monetary amount of the claim/dispute made by or against the Relevant Parties in any such pending litigation/ arbitration proceeding, to the extent quantifiable, exceeds the lower of the following:

(a) two percent of turnover, as per the latest annual restated consolidated financial statements i.e. Rs.76.82 Lakhs; or.

(b) two percent of net worth, as per the latest annual restated consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative i.e. Rs 24.60 Lakhs; or.

(c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements of the Company i.e. Rs 15.95 Lakhs".

(ii) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (i) above; and

(iii) where monetary liability is not quantifiable or does not exceed the threshold mentioned in point (i) above, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects, financial position or reputation of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company's total trade payables as per the latest restated financial statements.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Company.

(c) Other pending material litigations against the Company

As on the date of this Draft Red Herring Prospectus, there are no pending material litigation initiated against the Company.

(d) Other pending material litigations filed by the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated by the Company.

(e) Actions by statutory and regulatory authorities against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the Company.

(b) Criminal proceedings filed by the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoters & Directors of the Company.

(c) Other pending litigations against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no pending material litigation initiated against the Promoters & Directors.

(d) Other pending material litigations filed by the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no other pending litigations initiated by the Promoters & Directors.

(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Promoters & Directors.

(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoters, nor any penalties have been imposed in the last five years.

C. LITIGATIONS INVOLVING THE SUBSIDIARY/ GROUP COMPANY OF THE COMPANY

(a) Criminal proceedings against the Subsidiary/ Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Subsidiary/ Group company of the Company.

(b) Criminal proceedings filed by the Subsidiary/Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Subsidiary/ Group company of the Company.

(c) Other pending material litigations against the Subsidiary/Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Subsidiary/ Group company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations by the Subsidiary/Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the Subsidiary/ Group company, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Subsidiary/ Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Subsidiary/ Group company of the Company.

D. PROCEEDINGS INVOLVING THE KEY MANAGERIAL PERSONNEL (KMPs EXCLUDING MANAGING DIRECTOR AND WHOLE TIME DIRECTOR) OF THE COMPANY

(a) Criminal proceedings against the KMPs

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Key Managerial Personnel of the Company.

(b) Criminal proceedings filed by the KMPs

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Key Managerial Personnel of the Company.

(c) Actions by statutory and regulatory authorities against the KMPs.

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Key Managerial Personnel.

E. TAX PROCEEDINGS

Nature of Proceedings	Number of cases	Amount involved* (Rs. in lakhs)	Status(Description)
Of the Company			
Direct Tax (Income Tax)	01	5.91	There is outstanding demand for Assesment year (AY 2025-26) aggregating to Rs. 5,90,930.
Direct Tax (TDS)	03	3.76	Total Outstanding Demand amount is Rs. 3,75,620 including F.Y. 2026-27 is Rs. 2,12,440 F.Y. 2023-24 is 87,820 and 2024- 2025 is 75,360.
Indirect Tax (GST)	02	8.01	1. There is a penalty order dated July 30, 2026 for F.Y. 2022-23 with a demand of Rs. 50,000. 2. There is an order for determination of tax vide DRC-01 dated September 28, 2026 for F.Y. 2022-23 with a demand of Rs. 7,50,972.
Of the Promoters and Directors			
Geeta P Ari (Income Tax)	Nil	Nil	Nil
Vinod Kumar Beli (Income Tax)	Nil	Nil	Nil
Arun Kohli (Income Tax)	Nil	Nil	Nil
Arun Kohli (GST)	Nil	Nil	Nil
Punyavrat (Income Tax)	01	20.60	There is an outstanding demand of Rs. 7,45,670 with an accrued interest of Rs. 13,14,471 u/s 143(1)a of Income Tax Act, 1961 for the A.Y. 2011-12.
Pankaj Kumar Sharma (Income Tax)	Nil	Nil	Nil
Of the Group Company/s			
AHVI Infotech Private Limited			
Direct Tax (Income Tax)	Nil	Nil	Nil
Direct Tax (TDS)	02	0.30	Total Outstanding Demand amount is Rs. 29,050 including F.Y. 2024-25 is 22,150 and 2025- 2026 is 6,900.
Indirect Tax (GST)	Nil	Nil	Nil
Prastuti Consulting Private Limited			
Direct Tax (Income Tax)	Nil	Nil	Nil
Direct Tax (TDS)	Nil	Nil	Nil
Indirect Tax (GST)	Nil	Nil	Nil
HG Infotech Private Limited			
Direct Tax (Income Tax)	Nil	Nil	Nil
Direct Tax (TDS)	04	0.17	Total Outstanding Demand amount is Rs. 16,860 including F.Y. 2022-23 is Rs. 1,240, F.Y. 2023-24 is Rs. 1,150, F.Y. 2024-25 is Rs. 4,150 and 2025- 2026 is 10,320.
Indirect Tax (GST)	Nil	Nil	Nil
Of the KMP			

Nature of Proceedings	Number of cases	Amount involved* (Rs. in lakhs)	Status(Description)
Sunil Kumar K P	Nil	Nil	Nil
Shweta Arora	Nil	Nil	Nil

F. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company's total Trade payables as per the latest restated financial statements, to small scale undertakings and other creditors as material dues for our Company. The trade payables for the period ended on 30.06.2026 were 216.98 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds 5%. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on 24.09.2026.

(₹in lakhs)

Types of creditors	Number of Creditors	Balance as on 30.06.2026 (₹ in Lakhs)
A. Total Outstanding dues to Micro, Small & Medium Enterprises	16	147.43
B. Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises & Material Creditors	37	69.55
Total		**216.98**
Total Dues to Material Creditors	7	132.05

The details pertaining to net outstanding dues towards our material creditors as on 30.06.2026 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at https://pgcdigital.ai/. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled ***"Management's Discussion & Analysis of Financial Conditions & Results of Operations"*** beginning on page 211 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

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GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities.

*It must, however, be distinctly understood that in granting the below mentioned approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which we operate, see the chapter titled **"Key Industry Regulations and Policies"** at page 166 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

c) **APPROVALS FOR THE ISSUE**

The following approvals have been obtained in connection with the Issue:

Corporate Approvals:

a) The Board of Directors have, pursuant to Section 23, 26, 32, 62(1)(c) and other applicable Provisions, if any, of the Companies Act, 2013, by a resolution passed at its meeting held on 30.09.2026 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

b) The shareholders of our Company have, pursuant to Section 23, 26, 32, 62(1)(c) and other applicable Provisions, if any, of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on 05.10.2026 authorized the Issue.

c) Our Board approved the Draft Red Herring Prospectus and Draft Abridged Prospectus pursuant to its resolution dated 29.10.2026 for filing with BSE SME Platform.

Approval from the Stock Exchange:

Our Company has received in- principle listing approval from the BSE SME Platform dated [●] for listing of Equity Shares issued pursuant to the proposed issue.

Agreements with NSDL and CDSL:

a) The company has entered into a Tripartite agreement dated 04.05.2026 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.

b) Similarly, the Company has also entered into a Tripartite agreement dated 10.04.2026 with the National Securities Depository Limited *("NSDL")* and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.

c) The International Securities Identification Number (ISIN) of our Company is INE2U0001024.

Secured Lenders' No Objection Certificate ("NOC"):

Secured Lenders' NOC for the Issue: 28.09.2026

d) **APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY**

Sr. No.	Nature of Registration	Certificate is in the name of	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation of 'PradeepIT Consulting Services Private Limited'	PradeepIT Consulting Services Private Limited	U74999KA2016PTC093587	The Companies Act, 2013	Central Registration Centre	25.05.2016	Valid Until Cancelled
2.	Certificate of Incorporation on change of name from 'PradeepIT Consulting Services Private Limited' to 'PradeepIT Global Consulting Private Limited'	PradeepIT Global Consulting Private Limited	U74999KA2016PTC093587	The Companies Act, 2013	Central Processing Centre	27.06.2024	Valid Until Cancelled
3.	Certificate of Incorporation on change of name from 'PradeepIT Global Consulting Private Limited'' to 'PradeepIT Global Consulting Limited'	PradeepIT Global Consulting Limited	U74999KA2016PLC093587	The Companies Act, 2013	Central Processing Centre	24.09.2026	Valid Until Cancelled

e) **OTHER APPROVALS**

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. TAX RELATED APPROVALS:

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	PradeepIT Global Consulting Private Limited	AAICP6128M	Income Tax Act, 1961	Income Tax Department, Government of India	25.05.2016	Valid Until Cancelled

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
2.	Tax Deduction Account Number (TAN)	PradeepIT Consulting Services Private Limited	BLRP18052G	Income Tax Act, 1961	Income Tax Department, Government of India	16.03.2023	Valid Until Cancelled
3.	Certificate of Registration of Goods and Services Tax (GST)	PradeepIT Global Consulting Private Limited	29AAICP6128M1ZT	Central Goods and Services Tax Act, 2017 and Karnataka Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax	23.11.2017	Valid Until Cancelled
4.	Certificate of Enrolment of Profession Tax (Karnataka)	PradeepIT Consulting Services Private Limited	139930303	Karnataka Tax on Professions, Trades, Calling and Employment Act, 1976	Directorate of Commercial Taxes, Government of Karnataka	29.06.2022	Valid Until Cancelled
5.	Certificate of Registration of Profession Tax (Karnataka)	PradeepIT Global Consulting Private Limited	324912174	Karnataka Tax on Professions, Trades, Calling and Employment Act, 1976	Directorate of Commercial Taxes, Government of Karnataka	Not Available	Valid Until Cancelled

B. BUSINESS OPERATIONS RELATED APPROVALS:

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Udyam Registration Certificate	PradeepIT Global Consulting Private Limited	UDYAM-KR-03-0044199	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of India	23.01.2021	Valid Until Cancelled
2.	Legal Entity Identifier Certification	PradeepIT Global Consulting Private Limited	335800QMC2GSE7WE1J14	RBI Guidelines	Legal Entity Identifier India Limited	19.03.2025	March 19, 2028
3.	Certificate of Importer-Exporter Code (IEC)	PradeepIT Global Consulting Private Limited	AAICP6128M	The Foreign Trade (Development and Regulation) Act, 1992	Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India	05.08.2026	Valid Until Cancelled

C. LABOUR LAW RELATED APPROVALS:

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Registration under Employees' Provident Funds	PradeepIT Global Consulting Private Limited	PYBOM2509233000	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organisation	08.11. 2021	Valid until Cancelled
2.	Employees' State Insurance Registration	PradeepIT Consulting Services Private Limited	50000602400000699	Employees' State Insurance Act, 1948	Employees' State Insurance Corporation	08.11.2021	Valid until Cancelled
3.	Shops & Establishments Registration Certificate for registered office at No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore G.P.O, Bangalore, 560001	PradeepIT Global Consulting Private Limited	41/111/CE/0273/2021	The Karnataka Shops & Commercial Establishments Act, 1961	Government of Karnataka, Labour Department	06.11.2021 Renewed on 17.01.2026	31.12. 2030
4.	Shops & Establishments Registration Certificate for office at No.3368, Old Site No, 80 Feet Road, Hosakerehalli Village, Uttarahalli Hobli, Oppsite to Aditya Furniture, Girinagar 4th Phase, Bangalore, 560085	PradeepIT Global Consulting Private Limited	26/162/CE/0017/2026	The Karnataka Shops & Commercial Establishments Act, 1961	Government of Karnataka, Labour Department	17.02.2026	31.12. 2030
5.	Shops & Establishments	PradeepIT Global Consulting	HB3/3/CE/0050/2026	The Karnataka Shops & Commercial	Government of Karnataka,	19.02.2026	31.12. 2030

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
	Registration Certificate for Building No. 142, Gokul Road, Gandhi Nagar, Radhakrishna Nagar, Hubballi, Dharwad, 580030	Private Limited		Establishments Act, 1961	Department of Labour		
6.	Contract Labour License for IT & Engineering Services Support in the establishment of Bosch Global Software Technologies Private Limited, Labzone Electronics City Private Limited	PradeepIT Global Consulting Private Limited	ALC-B-4/CLA/C-13048081/2025-26	Contract Labour (Regulation & Abolition) Act, 1970	Government of Karnataka, Labour Department	11.11.2024	11.11.2026
7.	Contract Labour License for Engineering and Technologies Consulting Service in the establishment of Bosch Global Software Technologies Private Limited	PradeepIT Global Consulting Private Limited	TNCBEACLCBECL-25-26-00432	Contract Labour (Regulation & Abolition) Act, 1970 and The Tamil Nadu Contract Labour Rules, 1975	Government Of Tamil Nadu Labour Department	26.03.2026	31.12.2027
8.	Labour Identification Number (LIN) Certification	PradeepIT Consulting Services Private Limited	1-2257-2935-5	Labour Laws	Ministry of Labour and Employment	Verified from Shram Suvidha Portal	Valid until Cancelled
9.	Labour Welfare Fund	PradeepIT Consulting Services	K.A.S. 60606	Karnataka Labour Welfare Fund Act, 1965	Karnataka Labour Welfare	Receipt dated January 15, 2026	Valid until Cancelled

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
		Private Limited			Board Office		

D. QUALITY CERTIFICATIONS:

Sr. No	Nature of Registration	Certificate is in the name of	Issuing Authority	Certificate No.	Date of Issue	Date of Expiry
1.	Certificate for Quality Management System of the Company under ISO 9001:2015 with the following scope of activities: Providing Information Security Related to Information Technology Consulting, Development And Support Project, Outsourcing, Managed Service and Digital Marketing	PradeepIT Global Consulting Private Limited	Quality Research Organization	3050260305137Q	05.03.2026	04.03.2029
2.	Certificate for Information Security Management System of the Company under ISO/IEC 27001:2022 with the following scope of activities: Providing Information Security Related to Information Technology Consulting, Development And Support Project, Outsourcing, Managed Service and Digital Marketing	PradeepIT Global Consulting Private Limited	Quality Research Organization	3050260305138IS	05.03.2026	04.03.2029
3.	CMMI Maturity Level -3 (Capability Maturity Model Integration)	PradeepIT Global Consulting Private Limited	Paramount Quality Certifications	INCMMI/KA-45782/0524	21.05.2024	20.05.2027

E. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)

Sr. No.	Description	Certificate is in the name of	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
3.	Registration for Trade Mark	PradeepIT Consulting Services Private Limited	6116906 PRADEEPIT	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	19.09.2023	19.09.2033
4.	Registration for Trad Mark	PradeepIT Consulting Services Private Limited	3917189 Pradeep IT Reveal the Power of Digital Presence	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	15.08.2018	15.08.2028

I. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:

Sr. No.	Domain Name	Name of Registrar/ IANA ID	Creation Date	Expiry Date
1.	pgcdigital.ai	GoDaddy.com, LLC/146	14.03.2025	14.03.2035

f) APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:

1. Our Company has applied for name change in the PAN vide acknowledgment number P – 730139700015316 on October 14, 2026.

INTELLECTUAL PROPERTY RIGHT (IPR)

Sr. No.	Description	Application No./Mark/Label	Registration in the name of	Class	Applicable Laws	Issuing Authority	Date of Application	Status
1	Application for Trade Mark for TM Type Device	6920702	PradeepIT Global Consulting Private Limited	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	24.03.2025	Objected
2	Application for Trade Mark for TM Type Word	7423404 10XTA	PradeepIT Global Consulting Private Limited	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	26.12.2025	Under Examination
3	Application for Trade Mark for TM Type Word	6139526	PradeepIT Consulting Services Private Limited	42	Trade Marks Act, 1999	Trade Mark Registry, Karnataka	07.10.2023	Objected

g) APPROVALS OR LICENSES PENDING TO BE APPLIED:

The Company is in the process of updating its name in the approvals and licences from private to public.

MATERIAL SUBSIDIARY COMPANY

PradeepIT Global Consulting (Sea) PTE. Ltd

Sr. No.	Nature of Registration	Certificate is in the name of	UEN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation	PradeepIT Global Consulting (Sea) PTE. Ltd	202302613E	Companies Act (Singapore)	Accounting and Corporate Regulatory Authority (ACRA), Singapore	20.01.2023	Valid Until Cancelled

OUR GROUP COMPANY

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies with which there were related party transactions as per the Restated Consolidated Financial Statements of our Company in any of the last three financial years and others as considered material by our Board. Further, pursuant to a resolution of our Board dated 24.09.2026 for the purpose of disclosure in relation to Group Companies in connection with the Offer, a company shall be considered material and disclosed as Group Company if such company fulfils the below mentioned conditions:

a) The companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements ("Restated Financial Statements"); or

b) If such company fulfils both the below mentioned conditions: -

i. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
ii. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company as per Consolidated Restated Financial Statements.

Accordingly, pursuant to the said resolution passed by our Board of Directors and the materiality policy adopted, for determining our Group Companies, which are as follows:

1. AHVI INFOTECH PRIVATE LIMITED:

CORPORATE INFORMATION:

Date of Incorporation	31.01.2024
Name of Company	Ahvi Infotech Private Limited
CIN	U70200KA2024PTC184087
PAN	ABACA0804E
Registered Office	No. 58, 3rd Floor, Janatha Colony, Bannergha, Bannerghatta, Bangalore Rural, Bangalore South-560083, Karnataka, India.
Board of Directors	Anupam Majumdar
	Vinod Kumar Beli
	Geeta P Ari
	Venkata Subramanian Naga subramanian
	Sundaresan Meenakshi
Authorized Capital (Rs)	10,00,000
Paid up Capital (Rs)	5,00,000

***Shareholding Pattern of Ahvi Infotech Private Limited as on 31.03.2026**

Name of Shareholder	No. of Shares of Rs. 10/- each	% of Shareholding
Vinod Kumar Beli	38,000	76%
Geeta P Ari	10,000	20%
Ashok Nayak Tirthahalli Pramila	2,000	4%
Total	**50,000**	**100%**

***Shareholding Pattern of Ahvi Infotech Private Limited as on 28.10.2026**

Name of Shareholder	No. of Shares of Rs. 10/- each	% of Shareholding
Girish	48,000	96%
Anupam Majumdar	2,000	2%
Total	**50,000**	**100%**

*As on the date of this Draft Red Herring Prospectus, the Promoters of the Company continue to be associated with Ahvi Infotech Private Limited solely in their capacity as directors. Except for their association in such capacity, the Promoters are not associated with Ahvi Infotech Private Limited in any other manner. Accordingly, Ahvi Infotech Private Limited does not form part of the Promoter Group of the Company as on the date of this Draft Red Herring Prospectus.

MAIN OBJECT OF THE COMPANY:

- To carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data center management and in providing consultancy services in all above mentioned area.

- To offer training and consultancy through live, (a) The objects to be pursued by the company on its incorporation are instructor-led courses like Java, JEE, Spring Framework, Android, Web-service and other Open source and proprietary courses and certification that cater mainly to working professionals to enhance their skills.

2. HG INFOTECH PRIVATE LIMITED:

CORPORATE INFORMATION:

Date of Incorporation	17.02.2022
Name of Company	HG Infotech Private Limited
CIN	U72900KA2022PTC158052
PAN	AAGCH1765E
Registered Office	No. 78, Sector C, MIG-N Suryanagar Phase-2, Bangalore-560081, Karnataka, India.
Board of Directors	Sharanamma Beli
	Tippanna Mallappa Yalagodad
	Ravikumar Beli
Authorized Capital (Rs)	1,00,000
Paid up Capital (Rs)	1,00,000

Shareholding Pattern of HG Infotech Private Limited as on 31.03.2026

Name of Shareholder	No. of Shares of Rs. 10/- each	% of Shareholding
Sharanamma Beli	1,000	10%
Tippanna Mallappa Yalagodad	1,000	10%
Ravikumar Beli	8,000	80%
Total	**10,000**	**100%**

Shareholding Pattern of HG Infotech Private Limited as on 04.09.2026

Name of Shareholder	No. of Shares of Rs. 10/- each	% of Shareholding
Sharanamma Beli	1,000	10%
Tippanna Mallappa Yalagodad	1,000	10%
Ravikumar Beli	8,000	80%
Total	**10,000**	**100%**

OBJECT OF THE COMPANY:

- To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data center management and in providing consultancy services in all above mentioned area.

- To offer training and consultancy through live, instructor-led courses like Java, JEE, Spring Framework, Android, Web-service and other Open source and proprietary courses and certification that cater mainly to working professionals to enhance their skills.

3. PRASTUTI CONSULTING PRIVATE LIMITED:

CORPORATE INFORMATION:

Date of Incorporation	12.12.2022
Name of Company	Prastuti Consulting Private Limited
CIN	U72900KA2022PTC168927
PAN	AANCP4294M
Registered Office	No. 463, Swasti, 9th Main, 5th Stage, Banashankari, Chikkalasandra, Bangalore, Bangalore South-560061, Karnataka, India.
Board of Directors	Chaitra Satyanarayana
	Geeta P Ari
Authorized Capital (Rs)	1,00,000
Paid up Capital (Rs)	1,00,000

***Shareholding Pattern of Prastuti Consulting Private Limited as on 31.03.2026**

Name of Shareholder	No. of Shares of Rs. 10/- each	% of Shareholding
Chaitra Satyanarayana	6,000	60%
Geeta P Ari	4,000	40%
Total	**10,000**	**100%**

***Shareholding Pattern of Prastuti Consulting Private Limited as on 28.10.2026**

Name of Shareholder	No. of Shares of Rs. 10/- each	% of Shareholding
Chaitra Satyanarayana	6,000	60%
Girish	4,000	40%
Total	**10,000**	**100%**

*As on the date of this Draft Red Herring Prospectus, One of the Promoter namely Geeta P Ari of the Company continue to be associated with Prastuti Consulting Private Limited solely in their capacity as director. Except for their association in such capacity, the Promoters are not associated with Prastuti Consulting Private Limited in any other manner. Accordingly, Prastuti Consulting Private Limited does not form part of the Promoter Group of the Company as on the date of this Draft Red Herring Prospectus.

OBJECT OF THE COMPANY:

- To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering

equipment, solutions and services for Networking and network management, data center management and in providing consultancy services in all above mentioned area.

- To offer training and consultancy through live, instructor-led courses like Java, JEE, Spring Framework, Android, Web-service and other Open source and proprietary courses and certification that cater mainly to working professionals to enhance their skills.

Financial Information of the Group Companies

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of the Group Companies determined on the basis of their annual turnover, based on their respective audited financial statements for the preceding three years shall be hosted on the websites of company https://pgcdigital.ai

NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

(a) In the promotion of our Company:

None of our Group Companies are interested in the promotion of our Company. Except as disclosed in the section titled *"Restated Financial Statements"* beginning on page 207 of the Draft Red Herring Prospectus, our Group Entities do not have any other interest in our Company.

(b) In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company:

Our Group Company is not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

(c) In transactions for acquisition of land, construction of building and supply of machinery, etc.:

Our Group Company is not interested in any transactions for acquisition of land, construction of building and supply of machinery etc., entered into by our Company.

COMMON PURSUITS

Ahvi Infotech Private Limited, HG Infotech Private Limited, Prastuti Consulting Private Limited through its constitutional documents is engaged in a line of business similar to that of the Company. The Company has entered into Non- compete Agreement dated 21.08.2026 with Ahvi Infotech Private Limited and Prastuti Consulting Private Limited and Our Company has also adopted and executed a Conflict of Interest Policy with HG Infotech Private Limited in relation to their respective business activities.

RELATED BUSINESS TRANSACTIONS AND THEIR SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Except as disclosed in "*Related Party Transactions*" in the chapters titled **"*Restated Financial Statements*"** on page no. 207 of this Draft Red Herring Prospectus, there are no related business transactions with the Group Company.

LITIGATION

For details on litigations and disputes pending against the Promoters and Group Company and defaults made by them, please refer to the chapter titled, ***"Outstanding Litigations and Material Developments"*** beginning on page 230 of this Draft Red Herring Prospectus.

BUSINESS INTEREST OF GROUP COMPANIES IN OUR COMPANY

Except in the ordinary course of business and as stated in the "*Related Party Transactions*" in the chapters titled **"*Restated Financial Statements*"** on page no 207, our Group Company do not have any business interest in our Company.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

None of our Promoters have disassociated themselves from any of the company's / partnership firms during preceding three years except as mentioned in chapter titled ***"Our Promoters and Promoter Group"*** beginning on page 200 of this Draft Red Herring Prospectus.

SALES / PURCHASES BETWEEN OUR COMPANY AND GROUP COMPANIES

Except as disclosed in "*Related Party Transactions*" in the chapters titled **"*Restated Financial Statements*"** on page no. 207 of this Draft Red Herring Prospectus, there is no sale and purchase between our Company and Group Companies.

CONFIRMATIONS

1. Our Group Company do not have any securities listed on a stock exchange.
2. There is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Group Companies and their directors.
3. Our Group Companies have not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.
4. Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities.

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OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

The Offer of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held on 30.09.2026 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.

The Offer of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on 05.10.2026 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

Our Board has approved this Draft Red Herring Prospectus and Draft Abridged Prospectus through its resolution dated 04.11.2026 and approved this Prospectus pursuant to its resolution dated [●].

The Promoter Selling Shareholder has consented and/or authorised the inclusion of its portion of the Offered Shares as part of the Offer for Sale, as set out below:

Sr. No.	Promoter Selling Shareholder	Number of Offered Shares	Aggregate proceeds from the Offered Shares	Date of consent letter	Date of corporate action /board resolution / authorization letter
1.	Geeta P Ari	5,90,000	Up to ₹ [●] lakhs	25.09.2026	N.A.

Our Company has received In-principal approval from BSE vide their letter dated [●] to use the name of BSE in this Draft Red Herring Prospectus for listing of the Equity Shares on SME Platform of BSE Limited. BSE Limited is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities:

We confirm that our Company, Promoters, Promoter Group and Directors have not been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or persons in control of our Company are /were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.
- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or Director.
- Neither our Promoters, nor Promoter Group, nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, nor Promoter Group nor our Directors, are Wilful Defaulters or fraudulent borrowers.

Association with Securities Market:
Our Company, our Promoters, our Directors and our Promoter's Group, person(s) in control of the promoters or offer, have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

Prohibition by RBI:
Neither our Company, nor our Promoters, nor our Directors, nor relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past

and no such proceedings are pending against any of them except as details provided in the chapter "Outstanding Litigation and Material Developments" beginning on page 230 of this Draft Red Herring Prospectus.

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Prohibition with respect to wilful defaulters or a fraudulent borrower
Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018
Our Company, our Directors, our Promoters and members of Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Confirmations
- Neither our company, nor any of its Promoters, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- Neither our promoters, nor any Directors of our company are a Promoter or director of any other company which is debarred from accessing the capital market by the Board
- Neither our Company, nor our Promoters or our directors, is a Wilful Defaulter or a fraudulent borrower.
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.
- There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of our Company.

As on the date of this Draft Red Herring Prospectus, there are no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Key Managerial Personnels, Directors, and Group Companies and its directors.

As on the date of this Draft Red Herring Prospectus, except as disclosed in the chapter titled ***"Our Management", "Business Overview"*** on pages 184 and 142, respectively, there are no conflict of interest between the lessor of the immovable properties (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Key Managerial Personnels, Directors and Group Companies and its directors.

ELIGIBILITY FOR THE OFFER

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Offer. Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Offer is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Offer in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, as we are an Issuer whose post Offer paid-up capital would be less than or Equal to 10 crores, and can Offer Equity Shares to the public and propose to list the same on the SME Platform of BSE Limited. We confirm that:

a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this offer will be 100% underwritten and that the BRLM to the Offer shall underwrite minimum 15% of the Total Offer Size. For further details, pertaining to said underwriting please refer to chapter titled ***"General Information – Underwriter"*** beginning on page 77 of this Draft Red Herring Prospectus.
b) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer shall be greater than or equal to two hundred (200), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within four (4) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of four (4) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
c) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate and Abridged Prospectus

including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.

d) In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE Limited (BSE SME). For further details of the arrangement of market making please refer to chapter titled ***"General Information – Details of the Market Making Arrangement "*** beginning on page 77 of this Draft Red Herring Prospectus.
e) In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board.
f) In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board.
g) In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.
h) In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer's promoter or directors is a fugitive economic offender.
i) In accordance with Regulation 228(e) of the SEBI (ICDR) Regulations, there are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.
j) In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, the application is being made to SME Platform of BSE Limited and BSE Limited is the Designated Stock Exchange.
k) In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, we have entered into an agreement with depositories for the dematerialisation of our specified securities already offered and proposed to be offered.
l) In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all our existing equity shares are fully paid-up.
m) In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by our promoters, the promoter group, the Promoter selling shareholder, the directors, the key managerial personnel, any other categories of shareholders as maybe specified by the Board are already in dematerialised form.
n) In accordance with Regulation 230(1)(f) of the SEBI (ICDR) Regulations, the size of offer for sale by promoter selling shareholder does not exceed twenty per cent of the total offer size.
o) In accordance with Regulation 230(1)(g) of the SEBI (ICDR) Regulations, the shares being offered for sale by promoter selling shareholder shall not exceed fifty per cent of such Promoter selling shareholder' pre-offer shareholding on a fully diluted basis.

The entire fund requirement is to be funded from the proceeds of the Offer, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed offer. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter '*Objects of the Offer*' on page no. 104 of this Draft Red Herring Prospectus.

The amount dedicated for general corporate purposes, as mentioned in chapter titled ***"Objects of the Offer"*** in this Draft Red Herring Prospectus on page no. 104 does not exceed Fifteen per cent (15%) of the amount being raised by the issuer or Rs. 10 crores, whichever is lower.

The Promoter Selling Shareholder, have confirmed that the Offered Shares have been held by them is for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations and amendments thereto. Further, Promoter Selling Shareholder have confirmed that Offered Shares are compliant with Regulation 230(1) (f) and 230(1) (g) of the SEBI ICDR Regulations, as amended.

We further confirm that we shall be complying with all the other requirements as laid down for such an offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depositary Services Limited (CDSL) dated 04.05.2026 and National Securities Depository Limited (NSDL) dated 10.04.2026 for establishing connectivity.
2. Our Company has a website i.e. https://pgcdigital.ai/

3. There has been no change in the promoters of the Company in the preceding one year from date of filing application to BSE Limited for listing on SME segment.
4. All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.
5. There has been no change in the promoter(s) having significant change in control over the affairs of the Company in the one year preceding the date of filing application to SME Platform of BSE Limited (BSE SME).

- In accordance with Regulation 245 (1) and (2) of the SEBI (ICDR) Regulations, the Offer documents contain:
    1. All material disclosures which are true and adequate so as to enable the applicants to take an informed investment decision;
    2. Disclosures specified in the Companies Act, 2013;
    3. Disclosures specified in Part A of Schedule VI;
    4. Details pertaining to Employees' Provident Fund and Employee State Insurance Corporation;
    5. Site visit report of issuer prepared by the Book Running Lead Manager is made available as a material document for inspection; and
    6. Fees of Book Running Lead Manager to be disclosed in Prospectus.
- In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the Offer Document shall be filed with the SEBI through the Book Running Lead Manager immediately upon filing of the Offer Document with the Registrar of Companies.
- However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not Offer any observation on the Offer Document.
- Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the Book Running Lead Manager shall also submit a due diligence certificate as per **Form A** of **Schedule V** to which the site visit report of the issuer prepared by the lead manager(s) shall also be annexed, including additional confirmations as provided in **Form G** of **Schedule V**, and the draft abridged prospectus as per Part E of Schedule VI along with the draft offer document to the SME Exchange(s), where the specified securities are proposed to be listed.
- Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the Offer Document shall be displayed from the date of filling in terms of sub-regulation (1) on the website of the Company, SEBI, the Book Running Lead Manager and the Stock Exchange.
- Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of the Offer document shall also be furnished to the SEBI in a soft copy.

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, we confirm that we have fulfilled eligibility criteria for SME Platform of BSE, which are as under:

- ***Incorporation: The Company shall be incorporated under the Companies Act, 1956/2013.***
  Our Company has been incorporated on 25.05.2016 under the Companies Act, 2013 in India.
- ***Post Offer Paid up Capital: The post Offer paid up capital of the Company shall not be more than Rs. 25 crores.***
  The present paid-up capital of the company is Rs 401.00 lakh and we are proposing issue of up to 32,10,000 equity shares of ₹5/- each at issue price of ₹[●] per equity share including share premium of ₹[●] per equity share, aggregating to ₹[●] lakh. Hence, our post issue paid up capital will be Upto ₹561.50 lakhs which is not more than ₹10.00 crores.
- ***Net-worth: At least Rs. 1 crore for 2 preceding full financial years.***
  The Company has a positive net worth of Rs 1,240.97 lakhs and Rs 825.84 lakhs respectively as per the restated Consolidated financial statements as on 31 March 2026 and 31 March 2025. Therefore, the company satisfies the criteria of having positive net worth.

(Rs in Lakhs)

Particulars	As on 31.03.2026	As on 31.03.2025
Share Capital	1.00	1.00
Reserves and surplus	1,228.94	809.09
Total Net-Worth	**1,229.94**	**810.09**

As certified by M/s A G R A & Co, Chartered Accountants by way of their certificate dated 03.11.2026.

- ***Net Tangible Assets: Rs. 3 crores in last preceding (full) financial year***
  As per Financial Statements, the net tangible assets of the Company are Rs 750.61 lakhs as in last full financial year i.e. year 2025-26.

(Rs in Lakhs)

Particulars	As on 31.03.2026
Net Assets	1,229.94
Less: Intangible Assets and Intangible Assets under development	478.35
Less: Deferred Tax Asset	12.01
Net tangible Assets	739.58

As certified by M/s A G R A & Co, Chartered Accountants by way of their certificate dated 03.11.2026.

- ***Track Record: The track record of applicant company seeking listing should be at least 3 years. Where the applicant company has taken over a proprietorship concern/ registered partnership firm/ LLP, then the track record together with such proprietorship concern/ registered firm/ LLP should be at least 3 years.***
  The company, originally incorporated as 'PradeepIT Consulting Services Private Limited' at Bangalore, Karnataka was incorporated as a private limited company under the Companies Act, 2013, vide Corporate Identification Number (CIN) U74999KA2016PTC093587 pursuant to a certificate of incorporation dated 25.05.2016, issued by the Registrar of Companies, Central Registration Centre. In 2026, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 31.07.2026, and a fresh certificate of incorporation was issued in the name of 'PradeepIT Global Consulting limited' dated 24.09.2026 vide Corporate Identification Number (CIN) U74999KA2016PLC093587 by the Registrar of Companies, Central Registration Centre. Therefore, the company satisfies the criteria of having track record of at least 3 years.
- ***Earnings before Interest, Depreciation and tax: Operating Profit (earnings before interest, depreciation and tax) of ₹1 crore from operations for at least 2 (Two) out of 3 (Three) financial years***
  The company satisfies the criteria of having operating profit (Earnings before interest, tax and depreciation) should be at least 1 crore from operations for 2 out of 3 latest financial years preceding the application date which given here under based on Restated Consolidated Financial Statement.

(Rs in Lakhs)

Particulars	For the period/ year ended		
	31.03.2026	31.03.2025	31.03.2024
Operating profit (earnings before interest, tax and depreciation) from operations	716.36	607.85	365.60

As certified by M/s A G R A & Co, Chartered Accountants by way of their certificate dated 03.11.2026.

- ***It is mandatory for the Company to 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: INE2U0001024
- ***Leverage Ratio:*** *Leverage ratio not more than 3:1. Details of leverage ratio as mentioned below:*

(Rs in Lakhs)

Particulars	For the period/ year ended 30.06.2026
Total Debt	816.99
Total Equity	1,328.80
Debt Equity Ratio (A/B)	**0.61**

As certified by M/s A G R A & Co, Chartered Accountants by way of their certificate dated 03.11.2026.

- The Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years in respect of promoter, Group Companies, companies promoted by the promoter of the Company;
- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies;
- The Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- None of the Directors of the Company have been categorized as a Wilful Defaulter or fraudulent borrower.
- There is no winding up petition against the Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
- There is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the Company.

- 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.
- There has been no regulatory action of suspension of trading against promoter(s) or companies promoted by the promoters by any Stock exchange having nationwide trading terminals.
- There is no default in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, its promoters, group companies and companies promoted by the promoters during the past three years.
- There are no litigations record against the Company, its promoters, group companies and companies promoted by the promoters/ promoting company(ies) except as stated in the section titled *"Outstanding Litigation and Material Developments"* of the Draft Red Herring Prospectus.
- There are no criminal cases/investigation/offences filed against the director of the Company except as stated in the section titled *"Outstanding Litigation and Material Developments"* of the Draft Red Herring Prospectus.
- In the last one year, name of the company has been changed pursuant to conversion from "PradeepIT Global Consulting Private Limited" to "PradeepIT Global Consulting Limited" and there has been no change in the business activity indicated by the name of the company, in the preceding 1 full financial year, from which it has been earning revenue.
- Our board composition is in compliance of Companies Act, 2013;
- The company further confirms that the promoters or directors are not the promoters or directors (other than independent directors) of compulsory delisted companies by the Exchange and neither they are the promoters or directors of such companies on which the consequences of compulsory delisting is applicable/ attracted or companies that are suspended from trading on account of compliance.
- There has been no change in the promoter/s of the Company in the preceding one year from the date of filing application to the stock exchange for listing on SME segment.
- Company has a functional website i.e. https://pgcdigital.ai/
- Company has facilitated trading in demat securities and has entered into an agreement with both the depositories.

We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of BSE Limited.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT 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 THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, AFTERTRADE BROKING PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, AFTERTRADE BROKING PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED 04.11.2026. IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE OFFER DOCUMENT 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 OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES

IN THE OFFER DOCUMENT. THE FILING OF THE OFFER DOCUMENT ALSO DOES NOT ABSOLVE THE PROMOTER SELLING SHAREHOLDER FROM ANY LIABILITIES TO THE EXTENT OF THE STATEMENTS SPECIFICALLY MADE OR CONFIRMED BY PROMOTER SELLING SHAREHOLDER IN RESPECT OF ITSELF AND OF THE OFFERED SHARES, UNDER SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013.

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Bangalore at Karnataka in terms of sections 26, 32 and 33 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY, OUR DIRECTORS, THE PROMOTER SELLING SHAREHOLDER AND THE BOOK RUNNING LEAD MANAGER

Our Company, our Directors, Promoter Selling Shareholder and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. The Promoter Selling Shareholder and their respective affiliates, directors, trustees, officers and associates accept or undertake no responsibility for any statements, disclosures or undertakings other than those specifically undertaken or confirmed by such Promoter Selling Shareholder in relation to itself and the Equity Shares being offered by it in the Offer.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU/ Offer Agreement entered into between the Book Running Lead Manager, Promoter Selling Shareholder and our Company dated 27.10.2026 and the Underwriting Agreement dated [●] into between the Underwriter, Promoter Selling Shareholder and our Company and the Market Making Agreement dated [●] entered into among the Book Running Lead Manager, the Market Maker and our Company.

All information relating to the Offer shall be made uniformly to the public and investors by the Company, the Promoter Selling Shareholder (to the extent that such information pertains to such Promoter Selling Shareholder and its respective portion of the Offered Shares) and the Book Running Lead Manager, and no selective or additional information shall be provided to any class of investors through roadshows, research or sales reports or otherwise.

Prospective Investors who apply in this Offer will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, Underwriter, Book Running Lead Manager 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. Our Company, the Promoter Selling Shareholder, Underwriter, Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Bidder on whether such investor is eligible to acquire Equity Shares.

The Book Running Lead Manager and their associates and affiliates in their capacity as principals or agents may engage in transactions with and perform services for, our Company, our Promoters, members of the Promoter Group, the Promoter Selling Shareholder and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoters, members of the Promoter Group, the Promoter Selling Shareholder and their respective directors, officers, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE

As required, a copy of the Draft Red Herring Prospectus shall be submitted to the BSE SME. The Disclaimer Clause as intimated by the BSE SME to us, post scrutiny of the Draft Red Herring Prospectus, shall be included in the Prospectus prior to the filing with RoC.

DISCLAIMER IN RESPECT OF JURISDICTION

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Bengaluru, Karnataka, India only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Prospectus for the Offer, if the recipient is outside India. No person outside India is eligible to apply for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.
Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about and to observe, any such restrictions.

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 Draft Red Herring Prospectus has been filed with BSE SME for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholder since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER THE U.S. SECURITIES ACT

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.
Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Bidder, wherever requires, agrees that such Bidder will not sell or transfer any Equity Share or create any economic interest therein, including any off shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

RESTRICTIONS ON TRANSFERS

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with the Company, the Promoter Selling Shareholder that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser acknowledges that the Equity Shares offered pursuant to this Offer have not been and will not be registered under the U.S. Securities Act or with any securities' regulatory authority of any state of the United States

and accordingly may not be offered, sold, resold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

2. the purchaser is not subscribing to, or purchasing, the Equity Shares with a view to, or for the offer or sale in connection with, any distribution thereof (within the meaning of the U.S. Securities Act) that would be in violation of the securities laws of the United States or any state thereof;
3. the purchaser is purchasing the Equity Shares offered pursuant to this Offer in an "offshore transaction" meeting the requirements of Regulation S under the U.S. Securities Act;
4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;
5. the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;
6. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;
7. the purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold;
8. the purchaser understands and acknowledges that the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above stated restrictions; and
9. the purchaser acknowledges that the Company, the Promoter Selling Shareholder, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Bidders are advised to ensure that any Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or 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.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding track record of the Book Running Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated 10.01.2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at: www.aftertrade.in

Annexure A

1. Price information of past issues handled by Aftertrade Broking Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

Sr. No	Issuer Name	Offer Size (₹ lakhs)	Offer Price (₹)	Listing Date	Opening Price on Listing Date (₹)	±% Change in Closing Price (30th Day)	±% Change in Closing Price (90th Day)	±% Change in Closing Price (180th Day)
Mainboard IPO								
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
SME IPO								
1.	Admach Systems limited	₹4260.41	₹239	31.12.2025	191.20	+8.62%	-10.34	+49.49%
2.	Anand Seamless Limited	₹2551.68	₹72.68	29.09.2026	72.10	- 4.91%	-	-

For further details, kindly refer the website of Aftertrade Broking Private Limited (www.aftertrade.in).

2. Summary statement of price information of past issues handled by Aftertrade Broking Private Limited (during current financial year and two financial years preceding the current financial year)

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Lakhs)	Nos. of IPO trading at discount as on 30th calendar day from listing date			Nos. of IPO trading at premium as on 30th calendar day from listing date			Nos. of IPO trading at discount as on 180th calendar day from listing date			Nos. of IPO trading at premium as on 180th calendar day from listing date		
			Over 50 %	Between 25 - 50%	Less than 25%	Over 50 %	Between 25 - 50%	Less than 25%	Over 50 %	Between 25 - 50%	Less than 25%	Over 50 %	Between 25 - 50%	Less than 25%
2025-2026	1	₹ 4260.41	-	-	-	-	-	1	-	-	-	-	1	-
2026-2027	1	₹2551.68	-	-	1	-	-	-	-	-	-	-	-	-

Notes: Offer opening date is considered for calculation of total number of IPOs in the respective financial year.

FILING

This Draft Red Herring Prospectus shall be filed with the BSE Listing portal at https://listing.bseindia.com/home and was also be filed with BSE at the following address.

BSE SME
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India
Tel No: 022 – 2272 1233/34
Website: www.bseindia.com

Our Company shall, within two working days of filing this Draft Red Herring Prospectus with BSE SME Exchange, make a public announcement in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and all editions of a regional daily newspaper where our Registered Office is located, disclosing the fact of filing of this Draft Red Herring Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME Exchange, our Company or the Book Running Lead Manager in respect of the disclosures made in this Draft Red Herring Prospectus.

Neither the Draft offer document shall be filed with SEBI, nor SEBI shall Offer any observation on the Offer Document

in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated 19.01.2018, a copy of Prospectus shall be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in/.
A copy of this Draft Red Herring Prospectus will be available on website of the company at https://pgcdigital.ai, Book Running Lead Manager www.aftertrade.in and stock exchange www.bseindia.com.
A copy of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus, along with the material contracts and documents required shall be filed under Section 26 of the Companies Act, 2013 shall be filed to the RoC through the electronic portal at http://www.mca.gov.in

LISTING

Application is to be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus for listing our shares on the SME Platform of BSE.
If the permission to deal in and for an official quotation of the Equity Shares is not granted by the BSE, our Company shall forthwith repay, without interest, all monies received from the Bidders in pursuance of the Prospectus in accordance with applicable law.

If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders in accordance with applicable law for the delayed period. For avoidance of doubt, no liability to make any payment of interest or expenses shall accrue to Promoter Selling Shareholder unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by and is directly attributable to, an act or omission of such Promoter Selling Shareholder and to the extent of their portion of the Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the BSE SME are taken within three Working Days from the Offer Closing Date or within such other period as may be prescribed. The Promoter Selling Shareholder, confirms that they shall extend reasonable support and co-operation (to the extent of its portion of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within three Working Days from the Offer Closing Date, or within such other period as may be prescribed. If the Company does not Allot the Equity Shares within one Working Day from the Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Account will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable law.

IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:
"Any person who –

a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."*

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

CONSENTS

We have obtained consents* in writing of our Directors, Promoters, Promoter Selling Shareholder, Company Secretary & Compliance Officer, Chief Financial Officer, Practising Company Secretary, the Book Running Lead Manager, Registrar to the Offer, Peer Review Auditor, the Statutory Auditor to the Company, the Legal Advisor, Banker to the Offer *, Market Maker* and Underwriters* to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

**The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s A G R A And Co., Chartered Accountants, have provided their written consent dated September 25, 2026 for the inclusion of their reports on Restated Financial Statements and for the inclusion of their reports on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

EXPERT OPINION TO THE OFFER

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

1. Our Company has received a written consent Dated 25.09.2026 from Peer Reviewed Auditor namely, M/s A G R A And Co., Chartered Accountants to include their name in respect of report on restated financial statements for stub period 30.06.2026 and for the financial year ended 31.03.2026, 31.03.2025 and 31.03.2024 and the Statement of Special Tax Benefits dated 03.11.2026 issued by them as included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

2. Our Company has received a written consent dated 14.10.2026 from Gandharv Khandelwal & Co. the Practicing Company Secretary, having certificate of practice number (COP) 24329 to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of Companies Act, 2013, in respect of certificates issued by them in their capacity as the independent practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Caution

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the offer Agreement for offer Management entered into among the Book Running Lead Manager, Promoter Selling Shareholder and our Company dated 27.10.2026, the Underwriting Agreement dated [●] entered into among the Underwriter, Promoter Selling Shareholder, our Company and the Market Making Agreement dated [●] entered into among the Market Maker, Book Running Lead Manager and our Company. All information shall be made available by us and the Book Running Lead Manager 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 centres or elsewhere.

OFFER RELATED EXPENSES

The expenses of the Offer include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. For details of total expenses of the offer, refer the chapter "***Objects of the Offer***" on page no. 104 of this Draft Red Herring Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Book Running Lead Manager

The total fees payable to the Book Running Lead Manager will be as per the mandate letter dated August 17, 2026 issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Market Maker(s)

The fees payable to the Market Maker(s) to the Offer will be as per the Agreement Dated [●] between our Company, Book Running Lead Manager and Market Maker, a copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer will be as per the Agreement dated 13.10.2026 executed between our Company, Promoter selling shareholder and the Registrar to the Offer, a copy of which is available for inspection at our Registered Office.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp-duty and communication expenses. Adequate funds will be provided by our Company to the Registrar to the Offer to enable them to send refund orders or Allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, peer reviewed Chartered Accountants etc. will be as per the terms of their respective engagement letters, if any.

Underwriting Commission, Brokerage and Selling Commission

The underwriting and selling commission for the Offer is as set out in the Underwriting Agreement dated [●] between our Company, Promoter selling shareholder, the Book Running Lead Manager/ Underwriter and Market Maker, a copy of which is available for inspection at our Registered Office. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable laws.

PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five years and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Offer is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled ***'Capital Structure'*** on page no. 90 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION PAID ON PREVIOUS ISSUES OF THE EQUITY SHARES

Since this is the Initial Public Offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since inception.

PREVIOUS CAPITAL OFFER DURING THE LAST THREE YEARS BY LISTED GROUP COMPANY AND SUBSIDIARY OF OUR COMPANY

None of the Group Company of our Company are listed. Further, none of our Group Company have made any Public or Rights Issue of securities in the preceding three years.

PERFORMANCE VIS-À-VIS OBJECT

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Offer is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.
None of the Group Company has made public issue of Equity Shares during the period of ten years immediately preceding the date of filing this Draft Red Herring Prospectus with the BSE.

PERFORMANCE VIS-À-VIS OBJECTS - LAST OFFER OF SUBSIDIARY COMPANIES

Not Applicable

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Red Herring Prospectus except disclosed in this Draft Red Herring Prospectus.

PARTLY PAID-UP SHARES

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

OPTION TO SUBSCRIBE

a) Investors will get the allotment of specified securities in dematerialization form only.
b) The Equity Shares on allotment, shall be traded on Stock Exchange in demat segment only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Offer is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The agreement between the Registrar to the Offer, Promoter selling shareholder and our Company provides for the retention of records with the Registrar to the Offer for a period of at least three years 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 the Offer for redressal of their grievances.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the Bidder, application number, 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 and UPI may be addressed to the Registrar to the Offer with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities), as the case may be, where the Bid cum Application Form was submitted by the ASBA Bidders, giving full details such as name, address of the Bidder, application number, number of Equity Shares applied for, amount paid on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities) or Sponsor Bank, as the case may be, where the Bid cum Application Form was submitted by the ASBA Bidders.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding 2 (Two) Working Days from the Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the application amount, whichever is higher for the entire duration of delay exceeding 2 (Two) Working Days from the Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

SEBI, by way of its Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17.05.2023 (to the extent applicable) has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism, inter alia, in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17.05.2023 (to the extent applicable), SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including: (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Banks containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Applications to Syndicate Members to once per Application; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of 1 (one) Working Day subsequent to the finalisation of the Basis of Allotment.

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 Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17.05.2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated 21.06.2023 (to the extent applicable).

In terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17.05.2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated 21.06.2023 (to the extent applicable) and subject to applicable law, any ASBA Bidder whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 (three) months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 (fifteen) days, failing, failing which the concerned SCSBs would have to pay interest at the rate of 15% p.a. for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17.05.2023 (to the extent applicable), in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for nonallotted/partially allotted applications, for the stipulated period. Further, in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17.05.2023 (to the extent applicable), the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSBs has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSBs.

In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount for the period of such delay, which period shall start from the day following the receipt of a complaint from the investor. The following compensation mechanism has become applicable for investor grievances in relation to Applications made through the UPI Mechanism for public issues opening on or after 01.05.2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	**Compensation amount**	**Compensation period**
Delayed unblock for cancelled/withdrawn/deleted applications	₹100 per day or 15% per annum of the Application Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock
Blocking of multiple amounts for the same Application made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Application Amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Application Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock

Scenario	Compensation amount	Compensation period
Blocking more amount than the Application Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Application Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Application Amount were blocked till the date of actual unblock
Delayed unblock for non–Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Application Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Our Company, Promoter selling shareholder, the Book Running Lead Manager and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI (ICDR) Regulations, 2018.

For helpline details of the Book Running Lead Manager pursuant to the SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated 17.05.2023 (to the extent applicable), refer the chapter titled "***General Information***" on page no. 77 of this DRHP.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Company has appointed Registrar to the Offer, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Bidder, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Offer to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Offer will handle investor's grievances pertaining to the Offer. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Offer in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Bidder, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Bid cum Application Form was submitted by the ASBA Bidder. We estimate that the average time required by us or the Registrar to the Offer or the SCSBs for the redressal of routine investor grievances will be 7 (Seven) business 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.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA investors. Our Company, Promoter selling shareholder, the Book Running Lead Manager and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI (ICDR) Regulations, 2018. Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post- Offer related problems such as no receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

SEBI has launched a centralized web-based complaints redress system "SCOREs 2.0 or SEBI's Online Dispute Resolution Mechanism". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in. Our Company shall obtain authentication on the SCOREs 2.0 or SEBI's Online Dispute Resolution Mechanism" and comply with the SEBI circular (CIR/OIAE/1/2013) dated 17.04.2013 in relation to redressal of investor grievances through SCOREs 2.0 or SEBI's Online Dispute Resolution Mechanism".

The Board has constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and Offer of duplicate shares. For further details, please refer to the chapter titled "***Our Management***" on page no. 184 of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Red Herring Prospectus.

Our Company has appointed Shweta Arora as the Company Secretary and Compliance Officer and he may be contacted at the following address:

_____

PradeepIT Global Consulting Limited
Address: *No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore G.P.O., Bangalore, Bangalore North, Karnataka-560001, India.*
Tel: +91-9900085366
Fax: *N.A.*
Email: *compliance.officer@in.pgcdigital.ai*
Websites: *https://pgcdigital.ai/*

Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post- Offer related problems such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post- Offer related problems such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

As on the date of this Draft Red Herring Prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Red Herring Prospectus.

Our Company, Book Running Lead Manager and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI (ICDR) Regulations, 2018.

CAPITALIZATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled '***Capital Structure'*** on page no. 90 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

Our Company has not revalued its assets since Incorporation.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits except otherwise mentioned in the Section titled "***Risk Factors***" and chapter titled "***Restated Financial Statements***" on Page no 41 and 207.

OTHER CONFIRMATIONS

Any person connected with the Offer will not Offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this Draft Red Herring Prospectus.

No material clause of Article of Association has been left out from disclosure having bearing on the IPO/ disclosure.

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

As on the date of this Draft Red Herring Prospectus, our Company has not been granted by SEBI, any exemption from complying with any provisions of securities laws.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

There are no conflicts of interest between (i) the suppliers of raw materials and third-party service providers (crucial for operations of our Company) or (ii) the lessors of our immovable properties (crucial for our operations) and our Company, Promoter selling shareholder, Promoters, Promoter Group, Key Managerial Personnel's, Directors, Subsidiaries/ Group Companies, and their directors.

Except as disclosed in this Draft Red Herring Prospectus, there are no findings/ observations pursuant to any inspections of the Company by SEBI or any other regulatory authority that we considered material and nondisclosure of which may have bearing on the investment decisions of the Bidder.

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SECTION VIII - OFFER RELATED INFORMATION
TERMS OF THE OFFER

The Equity Shares being Offered are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red herring Prospectus, Prospectus, Bid cum Application Form , any Confirmation of Allocation Note ("CAN"), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Offer.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated 10.11.2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its UPI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated 01.11.2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated 03.04.2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28.06.2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From 01.12.2023, the UPI Mechanism for Individual Investors applying through Designated Intermediaries was made effective along-with the existing process existing timeline of T+3 days.

Further vide the said circular Registrar to the Offer and Depository Participants have been also authorized to collect the Bid cum Application Forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Offer and Depository Participants as and when the same is made available.

THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer shall be shared amongst our Company and Promoter Selling Shareholder in the manner specified in the chapter titled ***"Objects of the Offer"*** on page 104.

RANKING OF THE EQUITY SHARES

The Equity Shares Being Offered shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Offer, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled ***"Main Provisions of Articles of Association"*** on page 312 of this Draft Red Herring Prospectus.

AUTHORITY FOR THE OFFER

This Offer has been authorized by a resolution of the Board passed at their meeting held on 30.09.2026 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 Offer by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on 05.10.2026. Further, Our Board has taken on record the participation of the Promoter Selling Shareholder in the Offer for Sale vide their Consent Letter dated 25.09.2026.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules,

regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to chapter titled ***"Dividend Policy"*** and section titled ***"Main Provisions of Articles of Association"*** on page 206 and 312 respectively of this Draft Red Herring Prospectus.

FACE VALUE AND OFFER PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is ₹5/- and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share ("Floor Price") and at the higher end of the Price Band is ₹[●] per Equity Share ("Cap Price"). The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company and the Promoter Selling shareholder in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Kannada edition of [●], a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its 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 on the website of the Stock Exchange. The Offer Price shall be determined by our Company and in consultation with the Book Running Lead Manager, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. 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 SEBI ICDR REGULATIONS, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS

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

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- the right to receive dividend, if declared;
- the right to attend general meetings and exercise voting rights, unless prohibited by law;
- the right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;
- the right to receive offers for rights shares and be allotted bonus shares, if announced;
- the right to receive surplus on liquidation subject to any statutory and preferential claims being satisfied;
- the right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and
- such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see the section ***"Main Provisions of Articles of Association"*** on page 312 of this Draft Red Herring Prospectus.

ALLOTMENT ONLY IN DEMATERIALIZED FORM

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement Offered through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated 10.04.2026
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated 04.05.2026

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall be two lots per application:

"Provided that the minimum application size shall be above ₹2.00 lakhs."

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE SME from time to time by giving prior notice to investors at large. For further details, see ***"Offer Procedure"*** on page 282 of this Draft Red Herring Prospectus.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful Bidders in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated 21.02.2012.

MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268(1) of SEBI ICDR Regulation, 2018, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Offer and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Offer.

JOINT HOLDERS

Subject to provisions contained in our Articles of Association, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

JURISDICTION

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/ authorities in Karnataka, India.

The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933, as amended (the "Securities Act") or any state securities laws in the United States, and may not be offered or sold within the United States, or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being will be offered or and sold outside the United States in compliance with Regulation S under of the U.S. Securities Act, 1933 and the applicable laws of the jurisdictions where those offers and sales occur.

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

NOMINATION FACILITY TO INVESTORS

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the registered Office of our Company or to the Registrar and Transfer Agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall, upon the production of such evidence as may be required by our 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, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the Requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change their nomination, they are requested to inform their respective Depository Participant.

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

OFFER PROGRAM

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

Event	Indicative Date
Bid/ Offer Opening Date[1]	[●]
Bid/ Offer Closing Date[2]	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or before [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID Linked Bank Account* (T+2)	On or before [●]
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	On or before [●]
Commencement of Trading of the Equity Shares on the Stock Exchange (T+3)	On or before [●]

Note [1]Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in
accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations
[2]Our Company in consultation with the Book Running Lead Manager, consider closing the Bid/Offer Period for QIBs one Working
Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI*

Mechanism)
exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated 16.03.2021, as amended pursuant to SEBI circular dated 02.06.2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company and Promoter selling shareholder 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 three Working Days of the Bid/ Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.
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Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with listing timelines and activities prescribed by the SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (Other than Bids from Anchor Investors)

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

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

In accordance with SEBI (ICDR) Regulations, Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum-

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

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

MINIMUM SUBSCRIPTION AND UNDERWRITING

Minimum subscription in the Offer is 90% and the Offer is 100% underwritten as per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, or such other period as may be specified by the SEBI the application money has to be returned within such period as may be prescribed. If the stated minimum amount has not been subscribed and the sum payable on application is not received within the period specified therein, then the application money shall be repaid within a period of fifteen days from the closure of the Offer and if any such money is not so repaid within such period, the directors of the company who are officers in default shall jointly and severally be liable to repay that money with interest at the rate of fifteen percent per annum.

Subject to applicable law, the Promoter Selling Shareholder shall not be responsible to pay interest for any delay, unless such delay is solely and directly attributable to an act or omission of such Promoter Selling Shareholder, in which case such liability shall be on a several and not joint basis.

The requirement of minimum subscription is not applicable to the Offer for Sale.

In case of undersubscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (Two Hundred).

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four 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 260 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 77 of this Draft Red Herring 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 Two (2) Lots. Provided that minimum application size shall be above ₹2 lakhs.

MARKET MAKING

The shares offered through this Offer are proposed to be listed on the BSE Limited (SME platform of BSE), wherein the Book Running Lead Manager to this Offer shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of BSE.

For further details of the agreement entered into between the Company the BRLM (Book Running Lead Manager) and the Market Maker please refer to section titled "General Information - Details of the Market Making Arrangement" on page 77 of this Draft Red Herring Prospectus.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated 21.02.2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE Limited.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Offer:

The current provisions of the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deeply discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Offer.

APPLICATION BY ELIGIBLE NRI'S, FPI'S, VCF'S, AIF'S REGISTERED WITH SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the Pre- Offer Equity Shares and Promoters minimum contribution in the Offer as detailed under chapter titled ***"Capital Structure"*** beginning on page 90 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled ***"Main Provisions of the Articles of Association"*** beginning on page 312 this Draft Red Herring Prospectus.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the

dematerialized segment of the Stock Exchange. However, Allotees may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

WITHDRAWAL OF THE OFFER

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Offer after the Bid/ Offer Opening date but before the Allotment. In such an event, our Company Would Offer a public notice in the newspaper in which the pre-Offer and Price Band advertisements were published, within two days of the Bid/ Offer Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLM through, the Registrar of the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed. If the Offer is withdrawn after the designated Date, amounts that have been credited to the Public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Offer Closing Date or such other time period as prescribed under Applicable Law and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer or offer for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchanges. The notice of withdrawal will be issued in the same newspapers where the pre- Offer and Price Band advertisements have appeared, and the Stock Exchanges will also be informed promptly.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

PRE-OFFER AND PRICE BAND ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filling the Red Herring Prospectus with the RoC publish a pre-Offer and Price Band advertisement, in the form prescribed by the SEBI (ICDR) 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 where the Registered Office of our Company is situated at least two Working Days prior to the Offer Opening Date.

MIGRATION TO MAIN BOARD

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, where the post-issue paid up capital of the Company listed on SME is likely to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its equity shares listed on SME platform to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

a) the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;

b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s)."

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Further, the migration policy of BSE was intimated vide notice no. 20121126-17 dated November 26, 2012, further revised vide notice no. 20180810-27 dated 10.08.2018, notice no. 20191014-25 dated 14.10.2019, notice no. 20211220-15 dated 20.12.2021, notice no. 20231124-55 dated 24.11.2023, notice no. 20250319-2 dated March 19, 2025, notice no. 20250820-10 dated 20.08.2025. BSE has further reviewed and revised the migration policy vide notice no. 20260223-19 dated February 23, 2026 effective from 01.03.2026, from BSE SME to BSE Main Board as follows:

Sr. No.	Details	Unified Eligibility Criteria
1	**Paid up capital**	Atleast Rs. 10 crores
2	**Market Capitalisation**	**Average of 6 months' market cap** **Direct listing:** Rs. 1000 crores **(on Main Board)** **SME Migration to Main Board:** Rs. 100 crores. **OR** Companies having revenue from operations of Rs. 100 crores or more for each of the immediately preceding 3 (three) full financial years.
3	**Market Liquidity**	• At least 5% of the weighted average number of equity shares listed should have been traded during such 6 (six) months' period. • Trading on atleast 80% of days during such 6 (six) months period. • Min. average daily turnover of Rs. 10 lakhs and minimum daily turnover of Rs. 5 lakhs during the 6 (six) month period. • Minimum Average number of daily trades of 50 and minimum daily trades of 25 during the said 6 (six) months period. Note: for the purpose of calculating the average daily turnover and average no. of daily trades, the aggregate of daily turnover and number of daily trades on the days the scrip has traded, shall be divided by the total number of trading days, respectively, during the said 6 (six) months period. **OR** Companies having revenue from operations of Rs. 100 crores or more for each of the immediately preceding 3 (three) full financial years.
4	**Operating Profit (EBIDTA)**	**Average of Rs. 15 crores.** on a restated consolidated basis, in preceding 3 (three) years (of 12 months each), with operating profit in each of these 3 (three) years, **with a minimum of Rs. 10 crores in each of the said 3 years** In case of name change within the last one year, at least 50% of the revenue, calculated on a restated and consolidated basis, for the preceding one full year has been earned by it from the activity indicated by its new name

5	**Net worth**	**Rs. 1 crore.** - in each of the preceding 3 (three) full years (of twelve months each), calculated on a restated and consolidated basis
6	**Net Tangible Assets**	**At least Rs. 3 crores,** on a restated and consolidated basis, in each of the preceding 3 (three) full years (of 12 (twelve) months each), of which not more than 50% are held in monetary assets: Provided that if more than 50% of the net tangible assets are held in monetary assets, the company has utilised or made firm commitments to utilise such excess monetary assets in its business or project
7	**Promoter holding**	**At least 20%** at the time of making application. For this purpose, shareholding of promoter group may also be considered for any shortfall in meeting the said requirement. **Note:** The minimum promoter holding criterion shall not be applicable in case of diversified holdings or where there are no identifiable promoters, and the company is already listed on a recognized stock exchange with nationwide trading terminals and meeting all other eligibility criteria for migration or direct listing on the Main Board.
8	**Lock-in of promoter/ promoter group shares**	**6 (six) months** from the date of listing on the BSE. Note: The lock-in criterion shall not apply to companies already listed on a recognized stock exchange with nationwide trading terminals and meeting all other eligibility criteria for migration or direct listing on the Main Board.
9	**Regulatory action**	1. No SEBI debarment orders is continuing against the Company, any of its promoters, promoter group or directors or the any other company in which they are promoter/ promoter group or directors. 2. The company or any of its promoters or directors is not a wilful defaulter or a fraudulent borrower. 3. Promoters or directors are not fugitive economic offender. 4. The company is not admitted by NCLT for winding up or under IBC pursuant to CIRP. 5. Not suspended from trading for non-compliance with SEBI (LODR) Regs or reasons other than for procedural reasons during the last 12 months.
10	**Promoter shareholding**	100% in demat form
11	**Compliance with LODR Regulations**	3 (three) years track record with no pending non-compliance at the time of making the application
12	**Track record in terms of Listing**	Listed for atleast 3 (three) years
13	**Public Shareholder**	Minimum 1000 (one thousand) as per the latest shareholding pattern
14	**Other Parameters**	1. No pending Defaults w.r.t bonds/ debt instrument/ FD by company, promoters/ promoter group /promoting company(ies), Subsidiary Companies. 2. Certificate from CRA and /or Statutory auditors, in absence of CRA for utilization of IPO proceeds and further issues post listing on SME. 3. Not under any surveillance measures/actions i.e "ESM", "ASM", "GSM category" or T-to-T for surveillance reasons at the time of filing of application. Two months cooling off from the date the security has come out of T-to-T category or date of graded surveillance action/measure
15	**Score ID**	No pending investor complaints on SCORES
16	**Business**	Same line of business for 3 (three) years at least 50% of the revenue from operations

	Consistency	from such continued business activity.
17	**Audit Qualification**	No audit qualification with regard to going concern or any material financial implication, and such audit qualification is continuing at the time of application

Note:

- *Words and expressions used hereinabove shall have the same meaning as assigned to them in the SEBI ICDR Regulations.*

- *Net worth definition to be considered as per definition in SEBI ICDR. Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.*

- *The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.*

- *If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.*

- *The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Guidelines / Regulations issued by statutory authorities or for any reason in the interest of Investors and market integrity. The Exchange may also reject the application if the company is found not fulfilling internal BSE standards.*

- *Companies that have approached for listing on any stock exchange and has been denied listing for any reason whatsoever or has chosen to withdraw its application from the Exchange, they may reapply for listing after a minimum period of 6 months (6 months after date of rejection/ withdrawal). If rejected for a second time, the company would not be eligible to apply again.*

- *BSE decision w.r.t admission of securities for listing and trading is final.*

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OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post- Offer paid-up capital is less than or equal to ten crore rupees, shall Offer Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange"), in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an Offer, please refer chapter titled **"*Terms of the Offer*"** and **"*Offer Procedure*"** on page no. 265 and 282 respectively of this Draft Red Herring Prospectus.

OFFER STRUCTURE

The present Offer is of up to 38,00,000 Equity Shares of ₹5/- each (the "Equity Shares") for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] Lakhs ("the Offer") by the issuer Company (the "Company") comprising of a fresh issue of up to 32,10,000 equity shares aggregating to ₹ [●] Lakhs (the "Fresh Issue") and an Offer for Sale of up to 5,90,000 equity shares by the Promoter selling shareholder ("Offer for Sale") aggregating to ₹ [●] Lakhs of which [●] equity shares of face value of ₹5/- each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs will be reserved for subscription by Market Maker to the Offer (the "Market Maker Reservation Portion").

The Offer less the Market Maker Reservation Portion I.e. Net Offer to Public of upto [●] Equity Shares of ₹5/- each at a price of ₹[●] per equity share (including a share premium of ₹[●] per equity share), aggregating to ₹[●] lakhs ("the Net Offer"). The Offer and the Net Offer will constitute [●] % and [●] %, respectively of the post Offer paid up equity share capital of the Company. The Offer is being made through the Book Building Process.

Particulars of the Offer[(2)]	Market Maker Reservation Portion	QIBs[(1)]	Non-Institutional Investors	Individual Investors
Number of Equity Shares available for allocation	Up to [●] Equity Shares of face value 5/- each	Not more than [●] Equity Shares of face value 5/- each	Not less than [●] Equity Shares of face value 5/- each	Not less than [●] Equity Shares of face value 5/- each
Percentage of Offer Size available for allocation	[●] of the Offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Net Offer Subject to the following: (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and upto such lots equivalent to not more than ₹10 Lakhs (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹10 Lakhs	Not less than 35.00% of the offer shall be available for allocation.

Particulars of the Offer[(2)]	Market Maker Reservation Portion	QIBs[(1)]	Non-Institutional Investors	Individual Investors
			Provided that the unsubscribed portion in either of the aforementioned subcategories may be allocated to Non- Institutional Bidders in the other subcategory of Non-Institutional Bidders.	
Basis of Allotment[(3)]	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares of face value 5/- each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares of face value 5/- each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) Up to 60% of the QIB portion, aggregating up to [●] Equity Shares, may be allocated on a discretionary basis to Anchor Investors of which upto 40% of the Anchor Investor Portion shall be reserved in the following manner: (i) 33.33% shall be available for allocation to domestic Mutual Funds; and	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares of face value of ₹5/- each in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis as follows – One-third of the Non- Institutional Category will be made available for allocation to Bidders with an application size of more than two lots and upto such lots equivalent to not more than ₹10 lakhs. Two-third of the Non- Institutional Category will be made available for allocation to Bidders with an application size of more than ₹10 lakhs. For details, see "Offer Procedure" beginning on page 282 of this Draft Red Herring Prospectus.	Allotment to each Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares of face value of ₹5/- each in the Individual Investor Portion and the remaining available Equity Shares if any, shall be allotted on proportionate basis. For details, see "Offer Procedure" beginning on page 282 of this Red Herring Prospectus.

Particulars of the Offer[(2)]	Market Maker Reservation Portion	QIBs[(1)]	Non-Institutional Investors	Individual Investors
		(ii) 6.67% shall be available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price. In the event of undersubscription in (ii) above, the allocation may be made to domestic Mutual Funds.	Provided that the unsubscribed portion in either of the aforementioned subcategories may be allocated to Non Institutional Bidders in the other subcategory of Non Institutional Bidders.	
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares of face value 5/- each	Such number of Equity Shares and in multiples of [●] Equity Shares that shall be more than 2 lots and the Bid Amount Exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that shall be more than 2 lots and the Bid Amount Exceeds ₹200,000	Such number of Equity Shares in two lots so that the Bid Amount exceeds ₹200,000
Maximum Bid Size	[●] Equity Shares of face value 5/- each	Such number of Equity Shares of face value 5/- each in multiples of [●] Equity Shares of face value 5/- each not	Such number of Equity Shares of face value 5/- each in multiples of [●] Equity Shares of face value 5/- each not exceeding the size of the Net Offer (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in two lots so that the Bid Amount exceeds ₹200,000.
Mode of Application	Through ASBA Process Only.	All the applicants shall make the application (Online or Physical) through ASBA Process including through UPI mode (up to ₹ 5.00 Lakhs through UPI for Individual Investors)		
Trading Lot	[●] Equity Shares of face value 5/- each, However, the Market Maker may	[●] Equity Shares of face value 5/- each and in multiples thereof	[●] Equity Shares of face value 5/- each and in multiples thereof	[●] Equity Shares of face value 5/- each and in multiples thereof

Particulars of the Offer[(2)]	Market Maker Reservation Portion	QIBs[(1)]	Non-Institutional Investors	Individual Investors
	accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.			
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)]			
Mode of Bid	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

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

[(1)] Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Out of the Anchor Investor Portion, 40% shall be reserved, of which (i) 33.33% shall be available for allocation to domestic Mutual Funds and (ii) 6.67% shall be available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription under (ii) above, the allocation may be made to domestic Mutual Funds.

[(2)] In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for at least 25% of the post Offer Paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.

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

[(4)] Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under "Offer Procedure - Bids by FPIs" on pages 282 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Offer

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Bid/ Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Offer after Bid/ Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. 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 Offer, 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-Offer and Price Band advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Offer after the Bid/ Offer 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 Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the filing of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

Offer Program

Event	**Indicative Date**
Bid/Offer Opening Date[1]	**[●]**
Bid/ Offer Closing Date[2]	**[●]**
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	**On or about [●]**
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	**On or about [●]**
Credit of Equity Shares to Demat accounts of Allottees (T+2)	**On or about [●]**
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	**On or about [●]**

[1]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.
[2]Our Company in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

The above time table is indicative and does not constitute any obligation on our Company. 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 BSE SME platform is taken within Three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period 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.
Applications and any upward revisions to the same will be accepted only between 10:00 A.M. to 05:00 P.M. (Indian Standard Time) during the Offer Period at the Application Centers mentioned in the Bid-Cum- Application Form (except for the Bid/ Offer Closing Date).

Standardization of cut-off time for uploading of applications on the Bid/ Offer Closing Date:
a) A standard cut-off time of 03:00 P.M. for acceptance of applications.
b) standard cut-off time of 4.00 P.M. for uploading of applications received from all bidders.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form visà-vis the data contained in the physical Bid-Cum- Application 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 bank holidays).

The above time table is indicative and does not constitute any obligation on our Company. 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 SME Platform of BSE Limited is taken within Three

Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period 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.

Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated 21.02.2012 (the "Circular") standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Offer Price (in ₹)	**Lot Size (No. of Shares)**
Up to 14	10,000
More than 14 upto 18	8,000
More than 18 upto 25	6,000
More than 25 upto 35	4,000
More than 35 upto 50	3,000
More than 50 upto 70	2,000
More than 70 upto 90	1,600
More than 90 upto120	1,200
More than 120 upto 150	1,000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Offer stage the Registrar to Offer in consultation with Book running Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

This Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled ***"Offer Procedure"*** beginning on Page No. 282 of this Draft Red Herring Prospectus.

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OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in Public offer, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated 23.10.2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated 21.01.2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated 01.11.2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated 17.03.2020 (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the offer.

Additionally, Investors may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of Applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated 01.11.2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated 03.04.2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28.06.2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From 01.01.2019, the UPI Mechanism for Individual Investors 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 30.06.2019.

Subsequently, for applications by 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 28.06.2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26.07.2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated 08.11.2019, the UPI Phase II had been extended until 31.03.2020. 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 30.03.2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Individual Investors ("UPI Phase III"), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated 16.03.2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated 02.06.2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after 01.05.2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated 02.06.2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated 20.04.2022, and the provisions of this circular are deemed to form part of this Draft Offer Document/ Offer Document. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated 05.04.2022, all individual Investors in initial public offerings (opening on or after 01.05.2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public Offer from existing 6 working days to 3 working days from the date of the closure of the Offer. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public Offers opening on or after 01.09.2023 and mandatory on or after 01.12.2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated 09.08.2023 reduced the time taken for listing of specified securities after the closure of a public Offer to three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

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 Stockbrokers, Depository Participants (DP), Registrar to an Offer and Share Transfer Agent (RTA) that have been notified by SME Platform of BSE Limited ("BSE SME") to act as intermediaries for submitting Bid cum Application Forms are provided on www.nseindia.com For details on their designated branches for submitting Bid cum Application Forms, please see the above mentioned website of Platform of BSE Limited ("BSE SME").

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 Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Bidders are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Offer Document/ Offer Document. All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Applicants into the UPI mechanism.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Offer.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public Offer of inter alia, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 03.04.2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28.06.2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated 26.07.2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated 30.03.2020 ("Previous UPI Circulars") and Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public Offer closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:
Phase I: This phase was applicable from 01.01.2019 until 31.03.2019 or floating of five main board public Offers, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till 30.06.2019. Under this phase, an Individual Investors had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Offer closure to listing continued to be six working days.

Phase II: This phase has become applicable from 01.07.2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated 08.11.2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated 30.03.2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Offer closure to listing would continue to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all Offers opening on or after September 1, 2023 and on a mandatory basis for all Offers opening on or after 01.12.2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated 09.08.2023 ("T+3 Notification"). In this phase, the time duration from public Offer closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public Offers shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Offer is being made for at least 25% of the post-offer paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of the Anchor Investor Portion, 40% shall be reserved, of which (i) 33.33% shall be available for allocation to domestic Mutual Funds and (ii) 6.67% shall be available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription under (ii) above, the allocation may be made to domestic Mutual Funds. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than 2 lots and up to ₹ 10.00 lakhs; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 10.00 lakhs, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub- category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.

Bidder must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020, read with press releases dated 25.06.2021, and 17.09.2021 and 30.03.2022, read with press release dated 28.03.2023. Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN, and UPI ID, for UPI Bidders Bidding using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to compliance with Applicable Law.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) including a QR code and link to access

the Red Herring Prospectus, the Abridged Prospectus and the Pre- Offer & Price Band Advertisement will be available at the offices of the Book Running Lead Manager, 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 the BSE, at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager. All Bidders (other than Anchor Investors) shall mandatorily participate in the offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

1. Individual Investors (other than the Individual Investors using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
2. Individual Investors using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
3. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the Book Running Lead Manager. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	**[•]**
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	**[•]**
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	**[•]**

**Excluding Electronic Bid cum Application Form*
*** Bid cum application for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than through UPI Mechanism) shall be submitted/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate the UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Banks, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI ICDR Master Circular.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5.00 pm on the Bid/Offer Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to 5.00 p.m. and all pending UPI Mandate Requests shall lapse.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars. The Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis. The Sponsor Banks shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Bidding process.

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries")

Sr. No.	**Designated Intermediaries**
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Individual 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:

For Applications submitted by Investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

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 Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

Availability of Draft Red Herring Prospectus and Bid Cum Application Forms

Copies of the Bid cum Application Form including a QR code and link to access the Red Herring Prospectus, the Abridged Prospectus and the Pre- Offer & Price Band Advertisement will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company.
An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.
Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Who can Bid?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.
Subject to the above, an illustrative list of Bidders is as follows:

i. 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);
ii. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
iii. 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;
iv. Mutual Funds registered with SEBI;
v. 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;
vi. 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);
vii. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
viii. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
ix. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
x. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
xi. Foreign Venture Capital Investors registered with the SEBI;
xii. 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;
xiii. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
xiv. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
xv. Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
xvi. Pension Funds and Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
xvii. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated 23.11.2005 of Government of India published in the Gazette of India;

xviii. Multilateral and bilateral development financial institution;
xix. Eligible QFIs;
xx. Insurance funds set up and managed by army, navy or air force of the Union of India;
xxi. Insurance funds set up and managed by the Department of Posts, India;
xxii. Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except through their Guardians)
2. Foreign Nationals (except NRIs)
3. 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 08.12.2003 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 03.05.2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Individual Bidders

The Application must be for a minimum of two lots. Provided that the minimum application size shall be above ₹2 lakhs. In case of revision of Applications, the Individual Bidders have to ensure that the Application lots are two lots and amount exceeds Rs 2,00,000 as applicable. In case of revision of Applications, the Individual Bidders have to ensure only upward revision and they shall not withdraw or lower their bids.

2. For Other than Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for more than two lots and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application is for more than two lots for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM 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 daily newspaper [●], and all editions of Hindi national daily newspaper [●] and Kannada edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Offer Period.

a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be published in all editions of the English national daily newspaper [●], and all editions of Hindi

national daily newspaper [●] and Kannada edition of Regional newspaper [●] 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, Individual Bidders, should approach the Book Running Lead Manager or their authorized agents to register their Bids. The Book Running Lead Manager shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the Book Running Lead Manager (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 Book Running Lead Manager or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another Book Running Lead Manager 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 Book Running Lead Manager /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 Book Running Lead Manager shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in "Escrow Mechanism - Terms of payment and payment into the Escrow Accounts" in the section "Offer Procedure" beginning on page 286 of this Draft Red Herring Prospectus

h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.

i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

a) Our Company in consultation with the Book Running Lead Manager, 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 the 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.

b) Our Company in consultation with the Book Running Lead Manager, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price.
d) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

Participation by Associates /Affiliates of BRLM and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation.
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. Further, the member of the Promoter Group shall not participate by applying for Equity Shares. Further, persons related to the Promoter and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.
Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, among the Anchor Investor and the BRLMs.

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 the 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 Bid/ Offer Opening Date and Bid/ Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Investors 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 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 Offer will be made into the accounts of such Bidders.

10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI 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 Bid cum Application Forms will be made available for the Anchor Investors at the offices of the Book Running Lead Manager.

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) Out of the Anchor Investor Portion, 40% shall be reserved, of which (i) 33.33% shall be available for allocation to domestic Mutual Funds and (ii) 6.67% shall be available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription under (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion").

4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.

5) Our Company in consultation with the Book Running Lead Manager, 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 upto ₹2500.00 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/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/Offer Opening Date, through intimation to the Stock Exchange.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within

2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

10) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

11) The Book Running Lead Manager, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the Book Running Lead Manager) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the Book Running Lead Manager and made available as part of the records of the Book Running Lead Manager for inspection by SEBI.

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 Offer through the ASBA process.

BIDS BY ELIGIBLE NRI'S:

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

- Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).
- Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S:

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of the post-Offer paid-up capital.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

If the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates.

In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA Non-Debt Instruments Rules was enacted on October 17,2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed

that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for offer procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, 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 in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms as specified by SEBI; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager ("MIM") structure
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager
- Multiple branches in different jurisdictions of foreign bank registered as FPIs
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category

I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY HUFS:

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS:

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES:

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

BIDS BY LIMITED LIABILITY PARTNERSHIPS:

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

BIDS BY INSURANCE COMPANIES:

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof.
The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY:

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- With respect to Bids made by provident funds with a minimum corpus of ₹2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form.
- Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the Book Running Lead Manager may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S:

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated 13.09.2012 and 02.01.2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public Offers and clear demarcated funds should be available in such account for such Bid cum applications.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Issue.
The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The above information is given for the benefit of the Bidders. Our Company, the Promoter 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 Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus, or as will be specified in the Red Herring Prospectus/Prospectus.

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 Book Running Lead Manager 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 10.11.2015 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 Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.
The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Offer price of ₹[●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.
SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.
The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, none of the bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.
Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated 10.11.2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated 01.11.2018, Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:
Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:
A. In case of resident Anchor Investors: "[●]"
B. In case of Non-Resident Anchor Investors: "[●]"
Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 4:00 p.m. of the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
    - the applications accepted by them,
    - the applications uploaded by them
    - the applications accepted but not uploaded by them or
    - 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 Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,

- The applications accepted by any Designated Intermediaries
- The applications uploaded by any Designated Intermediaries or
- The applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

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
10.	Amount

**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 Offer 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. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non-institutional Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring 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 Draft Red Herring 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 5:00 p.m. on the Bid/Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

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 Book Running Lead Manager 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

None of the bidders can withdraw their Bids or 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 Book Running Lead Manager, shall finalise the Offer Price and the Anchor Investor Offer Price.

b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

c) Under-subscription in any category (except QIB Category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and the in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

e) In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Lead Manager, subject to compliance with the SEBI Regulations.

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

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

- Our company has entered into an Underwriting Agreement dated [●]
- A copy of Red Herring Prospectus will be filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Offer and Price Band advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

In the pre-Offer and Price Band advertisement, we shall state the Bid Opening Date and the Bid/Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI (ICDR) Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:

Our Company Will Offer a statutory advertisement after the filing of the Red Herring Prospectus/ Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS:

Please note that none of the bidders are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Individual Investors Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, Individual Investors may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the

beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by Individual Investors 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);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated 30.06.2008, 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 20.07.2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Offer;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;

6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not Bid for a Bid Amount for less than ₹2,00,000/- (for Applications by Individual Bidders);
9. Do not Bid for a Bid Amount exceeding ₹500,000 (for Bids by UPI Bidders)
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Other instructions for the Bidders

Joint Bids

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any pre-Offer or post Offer related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DRHP.

Submission of Bids

a) During the Bid/Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
b) The Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price Less Discount (if applicable).
c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

Bid/Offer Closing Date

- Bidding for all Categories on the last day shall close at 4:00 PM.
- UPI Mandate Acceptance/ Confirmation shall be available upto 5:00 PM on the last day of bidding.

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

- 4.00 p.m. IST for all Bidders, and
- until 4.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Individual Bidders.

On the Bid/Offer Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

GROUNDS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Bids at Cut-off Price;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Offer Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary 's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;'
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;

- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK 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 Individual Investors may be on proportionate basis. No Individual Investors will be allotted less than the minimum Bid Lot subject to availability of shares in Individual Investors Category.

BASIS OF ALLOTMENT

a. For Individual Bidders

Bids received from the Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares of face value of Rs. 5/- at or above the Offer Price, the Allotment shall be made by draw of lots in such manner that the total numbers of shares allotted in that category is equal to the number of Shares allotted.

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange).

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 allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in the non-institutional investor category, and the remaining shares, if any, shall be allotted on proportionate basis.

The Offer size less Allotment to QIBs and Individual Investor shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares of face value of ₹5/- each at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares of face value of ₹5/- each and in multiples of [●] Equity Shares of face value of ₹5/- each thereafter. The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a) The number of Equity Shares to be allocated to the successful Bidders in a particular category shall be determined.
b) The successful Bidders, from amongst all valid Bidders in that category, shall be determined by a draw of lots, such that the total number of Equity Shares allotted in that category equals the number of Equity Shares allocated.
c) If the proportionate allotment to any Bidder results in a number that is not a multiple of [●] Equity Shares of face value ₹5/- each, the number of Equity Shares allotted shall be rounded off to the nearest multiple of [●] Equity Shares of face value ₹5/- each, subject to a minimum allotment of [●] Equity Shares of face value ₹5/- each.

If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares of face value of ₹5/- each, results in the actual allotment being higher than the shares Issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 10% of the Net Offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

c. **For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for [●] % of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●] % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●] % 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 [●] Equity Shares.

d. **ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- Out of the Anchor Investor Portion, 40% shall be reserved, of which (i) 33.33% shall be available for allocation to domestic Mutual Funds; and (ii) 6.67% shall be available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life

insurance companies, and pension funds at or above the Anchor Investor Allocation Price; and

- allocation to Anchor Investors shall be on a discretionary basis and subject to:
- a maximum number of two Anchor Investors for allocation up to ₹2 crores;
  a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹2 crores and up to ₹25 crores subject to minimum allotment of ₹1 crore per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) In the event that the Offer Price is higher than the Anchor Investor Allocation Price:
Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

d) In the event the Offer Price is lower than the Anchor Investor Allocation Price:
Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.
Individual Investor' means an investor who applies for minimum two lots -Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE. The Executive Director/ Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulates the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allotees as per process mentioned below.

Process for generating list of Allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.

- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Issuance of Allotment Advice

1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. 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.

3) 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 Offer Account to Public Offer account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.
The Company Will Offer 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/Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated 04.10.2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public Offers using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from 01.01.2013. The list of Broker Centre is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated 10.11.2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect front 01.01.2016. 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 and NSE i.e., 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 Offer will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME, where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the Book Running Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who-

a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

Undertakings by Our Company

We undertake as follows:

1) That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;

2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from Offer Closure date.

3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;

4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 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;

5) That our Promoter 's contribution in full has already been brought in;

6) That no further Offer of Equity Shares shall be made till the Equity Shares Offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;

7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;

8) If our Company does not proceed with the Offer after the Bid/Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer and price band advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

9) If our Company withdraws the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;

10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

Undertakings by the Promoter Selling Shareholder

Only statements and undertakings which are specifically "confirmed" or "undertaken" by the Promoter Selling Shareholder in this Draft Red Herring Prospectus shall be deemed to be "Statements and Undertakings made by the Promoter Selling Shareholder". All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Promoter Selling Shareholder. The Promoter Selling Shareholder specifically confirms and undertakes the following in respect of himself and the Equity Shares being offered by him pursuant to the Offer for Sale:

i. The portion of the offered Shares shall be transferred in the Offer free and clear of any pre-emptive rights, liens, mortgages, charges, pledges, trusts or any other encumbrance or transfer restrictions, both present and future, in a manner prescribed under Applicable Law in relation to the Offer, and without any objection by it and in accordance with the instructions of the Registrar to the Offer.
ii. It shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of its respective Offered Shares being offered pursuant to the Offer until such time that the lock-in (if applicable) remains effective save and except as may be permitted under the SEBI ICDR Regulations;
iii. The Equity Shares offered for sale by the Promoter Selling Shareholder in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
iv. The portion of the offered Shares have been held by the Promoter Selling Shareholder for a minimum period of one year prior to the date of filing the Draft Red Herring Prospectus, such period determined in accordance with Regulation 26 (6) of the SEBI ICDR Regulations.
v. He is the legal and beneficial owner and has full title of its respective portion of the offered Shares.
vi. That he shall provide all reasonable co-operation as requested by our Company and the Book Running Lead

Manager in relation to the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of his portion of the offered Shares.

vii. He will not have recourse to the proceeds of the Offer for Sale, until approval for final listing and trading of the Equity Shares is received from the Stock Exchanges.

viii. He will deposit his respective portion of the offered Shares in an escrow account opened with the Share Escrow Agent prior to filing of the Prospectus with the RoC.

ix. He shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application in the Offer, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person who makes an Application in the Offer, except as permitted under applicable law;

x. That he will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the Book Running Lead Manager in redressal of such investor grievances that pertain to the Equity Shares held by him and being offered pursuant to the Offer.

The Promoter Selling Shareholder has authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of the Offer for Sale.

Utilization of Offer Proceeds

The Board of Directors of our Company certifies that:

1) All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2) Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
5) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated 10.04.2026
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated 04.05.2026

The Company's equity shares bear an ISIN No. INE2U0001024.

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RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy and FEMA has been entrusted to the concerned ministries/ departments.

The Government of India 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 (formerly Department of Industrial Policy and Promotion), Government of India ("**DPIIT**") issued the Consolidated FDI Policy, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to 15.10.2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated 17.04.2020 issued by the DPIIT and the Foreign Exchange Management (Non debt Instruments) Amendment Rules, 2020 which came into effect from 22.04.2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on 08.12.2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. As per the FDI policy, FDI in companies engaged in the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see chapter titled on ***"Offer Procedure"*** on page 282 of this Draft Red Herring Prospectus. Each Application should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws of the United States. Accordingly, the Equity Shares are only being issued and sold only outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those issues and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company, Promoter selling shareholder and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION IX – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION
OF
PRADEEPIT GLOBAL CONSULTING LIMITED
(Formerly known as Pradeepit Global Consulting Private Limited)
[Company Limited by Shares]

The new set of Articles of Association of the Company has been adopted pursuant to the special resolution passed at the Extraordinary General Meeting of the Company held on 31st July, 2026, and the word "Private" was deleted and substituted with the name "PRADEEPIT GLOBAL CONSULTING LIMITED".

Article No.	Description
	The regulations contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company so far as they are applicable to Public Company except so far so they have implied or expressly modified by what is contained in Articles mentioned as altered or amended from time to time.
I	**INTERPRETATION CLAUSE**
	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:
	"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.
	"Annual General Meeting" shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.
	"Articles" means Articles of Association of the Company as originally framed or altered from time to time.
	"**Auditors**" means and includes those appointed as such for the time being by the Company in terms of provisions of the Companies Act, 2013.
	"**Board of Directors**" or "**Board**", means the collective body of the directors of the Company nominated and constituted from time to time, in accordance with applicable Law and the provisions of these Articles.
	"Board Meeting" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles
	"Beneficial Owner" shall mean beneficial owner as defined in Clause (a) of subsection (1) of section 2 of the Depositories Act 1996, as amended
	"Capital" or **"Share Capital"** shall mean the share capital for the time being, raised or authorized to be raised for the purpose of the Company
	"Chairman" means the Chairman of the Board of Directors of the Company
	"Depositories Act" shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof
	"Depository" shall mean a depository as defined in Clause (e) of sub-section (1) of section 2 of the Depositories Act.
	"Director" means a director appointed to the Board of a company.
	"Dividend" includes any interim dividend
	"Document" means a document as defined in Section 2 (36) of the Companies Act, 2013.
	"Encumbrance" shall mean encumbrance, including without limitation, any security interest, claim, mortgage, pledge, charge, hypothecation, lien, lease, assignment, deed of trust, title retention, deposit by way of security, beneficial ownership (including usufruct and similar entitlements), or any other similar interest held by a third Person, (b) a security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any Person, including without limitation any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Law, (c) right of pre-emption, right of first offer, or refusal or transfer restriction in favour of any Person, or (d) any adverse claim as to title, possession or use.
	''Equity Share Capital'', with reference to any Company limited by shares, means all share capital which is not preference share capital;

	"KMP" means Key Managerial Personnel of the Company provided as per the relevant sections of the Act
	"Managing Director" means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in a general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.
	"Month" means Calendar month.
	"Office" means the registered office of the Company.
	"Paid-up share capital" or **"share capital paid-up"** means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called;
	''Preference Share Capital'', with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to— payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;
	"Postal Ballot" means voting by post or through any electronic mode.
	"Proxy" includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.
	"Public Holiday" means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting
	"Registrar" means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act. **"Rules"** means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
	"Seal" means the common seal of the Company, if any
	"SEBI" means the Securities and Exchange Board of India
	"SEBI Listing Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
	"Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)
	"Share" means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied
	"Special Resolution" shall have the meaning assigned thereto by Section 114 of the Act;
	"Sweat Equity Shares" means such equity shares as are issued by a Company to its Directors or employees at a discount or for consideration, other than cash, for providing their know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called;
	"Shareholders" means the persons/corporate bodies holding shares, duly registered in their respective names in the register of members of the Company. Subject as aforesaid and except where the subject or context otherwise requires, words or expressions contained in these regulations shall bear the same meaning.
	"The Company" or **"this Company"** means **PRADEEPIT GLOBAL CONSULTING LIMITED#.**
	"Transfer" shall mean (a) any, direct or indirect, transfer or other disposition of any shares, securities (including convertible securities), or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, by judicial process, or by foreclosure, levy or attachment; (b) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such shares, securities (including convertible securities) or voting interests or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such shares, securities (including convertible securities) or voting interests or any interest therein passes

	from one Person to another Person or to the same Person in a different legal capacity, whether or not for value; (c) the granting of any security interest or encumbrance in, or extending or attaching to, such shares, securities (including convertible securities) or voting interests or any interest therein, and the word "Transferred" shall be construed accordingly.
	"Tribunal" means the National Company Law Tribunal constituted under section 408;
	"Voting Right" means right of a member of a Company to vote in any meeting of the Company or by means of postal ballot; Words importing **"persons"** shall, where the context requires, include bodies corporate and companies as well as individuals
	"Whole-time Director" includes Director in the whole-time employment of the Company;
	"Working Day" means all days except national holidays;
	"Year" means the **"Financial Year"** as provided under sub section (41) of Section 2 of the Act;
	Words imputing the masculine gender shall also include feminine gender
	Words imputing the singular number includes plural where the context so requires;
	'in writing' and **'written'** includes printing, lithography and any other mode of representing or reproducing words in a visible form;
	"Video Conferencing or Other Audio-Visual" means audio-visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting; and
	Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.
	SHARE CAPITAL AND VARIATION OF RIGHTS
1	i. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause 5 of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any, and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
	ii. Subject to the section 55 of the Companies Act 2013 and the applicable Rules made thereunder, the Company / Board shall have power to issue / allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons, on such terms and conditions and at such times as the Directors think fit.
	iii. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on full payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
	iv. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws a) Equity share capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and b) Preference share capital
2	Notwithstanding anything contained in these Articles, the shares subscribed by the subscribers to the Memorandum of Association shall, upon the incorporation of the Company, be issued and deposited directly into the dematerialized account(s) of the respective subscribers. The Company shall take all necessary steps

	to ensure the compliance with applicable laws and regulations for the issuance of such shares in dematerialized form." OR i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, — a) one certificate for all his shares without payment of any charges; or b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
	ii. The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, as amended from time to time, and the rules framed thereunder, if any
	iii. Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary. Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate
	iv. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
	v. A certificate, issued under the common seal of the Company, specifying the shares held by any Person shall be prima facie evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of Depository shall be the prima facie evidence of the interest of the beneficial owner.
3	If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (2) and(3) shall mutatis mutandis apply to debentures of the company.
4	Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5	(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub section (6) of section 40. (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other
6	i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
	ii. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question
	iii. The Company shall issue, when so required, receipts for all Securities deposited with it whether for registration, sub-division, exchange or for other purposes and shall not charge any fees for registration of transfers, for subdivision and consolidation of certificates and for sub-division of

	letters of allotment, renounceable letters of right, and split, consolidation, renewal and transfer receipts into denominations of the market unit of trading
7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
8	Subject to the provisions of the Act, the Board shall have the power to issue or reissue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
	ISSUANCE OF SHARES
A	i. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to – (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
B	Where at any time, the Company proposes to increase its subscribed Capital by the issue of further shares, such shares shall be offered-
	i. to Persons who, at the date of the offer, are holders of Equity Shares of the Company, in proportion, as nearly as circumstances admit, to the Paid-up Share Capital on those shares
	ii. to employees under a scheme of employees' stock option
	iii. to any Persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, 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 the compliance with the applicable provisions of the Act and any other conditions as may be prescribed under Law.
	iv. A further issue of securities may be made in any manner whatsoever as the board may determine including by way of preferential allotment or private placement subject to and in accordance with Companies Act and rules made thereunder with pricing method prescribed to listed entities under SEBI (Issue of Capital Disclosures and Requirements) Regulations, as amended from time to time, if applicable.
C	The Company may issue bonus shares by way of capitalization profits or out of securities premium or otherwise in accordance with the Act and the Rules and other applicable provisions for the time being in force.
D	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee stock option scheme, Employee stock purchase scheme or any other scheme, if authorized by the members in general meeting subject to the provisions of the Act, the Rules, applicable guidelines made there under and other applicable laws for the time being in force.
	ISSUANCE OF SECURITIES
	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder and other applicable laws for the time being in force.
	DEBENTURES: Any debentures, debenture-stock or other securities may be issued at a discount (subject to the compliance with the provision of Section 53 of the Companies Act, 2013), premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination.
	COMMISSION IN ACCORDANCE WITH RULES: Subject to applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of securities) Rules, 2014 as amended from time to time.
	LIEN
9	i. The company shall have a first and paramount lien:-
	(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

	(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: (c) Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares
	Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
	ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares
10	The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares
	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made- (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11	(i) To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof (ii) the purchaser shall be registered as the holder of the shares comprised in any such transfer. (iii) The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12	i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable
	ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale
	iii. fully paid Shares shall be free from all lien and that in the case of partly paid Shares, the Company's lien, if any, shall be restricted to monies called or payable at a fixed time in respect of such shares
	The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company
	CALLS ON SHARES
13	i. Subject to the provisions of Section 49 of the Act, the Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
	ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
	iii. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
	iv. A call may be revoked or postponed at the discretion of the Board.
14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.

17	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. - (ii) In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18	**A. LIABILITY ON SHARES**
	i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
	ii. In case of non-payment of such sum, all the relevant provisions of these articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
	B. ADVANCE ON SHARES
	The Board— (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
	(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member any right to participate in profits or dividends or any voting rights in respect of the monies so paid by him until the same would, but for such payment become presently payable by him.
	C. MUTATIS MUTANDIS
	The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including Debentures of the Company
	D. NOMINATION CLAUSE
	(a) Every holder of securities of a company may, at any time, nominate, in the prescribed manner, any person to whom his securities shall vest in the event of his death.
	(b) Where the securities of a company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, any person to whom all the rights in the securities shall vest in the event of death of all the joint holders.
	(c) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the securities of a company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the securities of the company, the nominee shall, on the death of the holder of securities or, as the case may be, on the death of the joint holders, become entitled to all the rights in the securities, of the holder or, as the case may be, of all the joint holders, in relation to such securities, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.
	(d) Where the nominee is a minor, it shall be lawful for the holder of the securities, making the nomination to appoint, in the prescribed manner, any person to become entitled to the securities of the company, in the event of the death of the nominee during his minority.
	(e) Where the nominee is a minor, it shall be lawful for the holder of the securities, making the nomination to appoint, in the prescribed manner, any person to become entitled to the securities of the company, in the event of the death of the nominee during his minority.
	TRANSFER OF SHARES
19	i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
	ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
20	The Board may, subject to the right of appeal conferred by the Section 58 of the Act, declines to register- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.

	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other Document.
21	A. The Board may decline to recognize any instrument of transfer unless- (a) the instrument of transfer is in the form as prescribed in rules made under sub section (1) of section 56 (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares. Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and transferee has been lost or the instrument of transfer has not been delivered within the prescribed period, the Company may register the transfer on such terms as to indemnify as the Board may think fit.
	B. In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.
22	(a) On giving of previous notice of at least seven days or such lesser period in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year. (b) Subject to the provisions of Section 59 of the Companies Act, 2013, these Articles and any other applicable provisions of the Act for the time being in force, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the grounds of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. (c) The Board may delegate the power of transfer of Securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s). Provided that the delegated authority shall report on transfer of Securities to the Board in each meeting. (d) The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
	TRANSMISSION OF SHARES
23	(i) On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares. (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24	i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
	ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. (iii) All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company. Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other Securities including debentures of the Company. In case of transfer and transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository the provisions of the Depositories Act shall apply.
27	~~In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.~~ – Not Applicable
	FORFEITURE OF SHARES
28	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
29	The notice aforesaid shall (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.
30	If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.
31	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit
32	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares.

	(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares
33	(i) A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. (ii) The company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. (iii) the transferee shall thereupon be registered as the holder of the share; and (iv) The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.
34	(a) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto. (b) The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit. (c) The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. (d) The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
	ALTERATION OF CAPITAL
35	The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
36	Subject to the provisions of section 61, the company may, by ordinary resolution, -
	i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
	ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
	iii. sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so however, that in the sub-division on the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived;
	iv. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
37	Where shares are converted into stock, - (a) the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit. Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.

38	The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law, - (a) it shares capital (b) any capital redemption reserve account; or (c) any share premium account.
	CAPITALISATION OF PROFITS
39	(i) The company in general meeting may upon the recommendation of the Board, resolve – (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards (A) paying up any amounts for the time being unpaid on any shares held by such members respectively (B) paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) (D) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation
40	(i) Whenever such a resolution as aforesaid shall have been passed the Board shall (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power – (a) to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such members.
	BUY-BACK OF SHARES
41	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 of the Act read with the Rules made thereunder from time to time and as may be prescribed by the SEBI and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities.
42	**GENERAL MEETINGS**
	All general meetings other than annual general meeting shall be called extraordinary general meeting. i. In accordance with the provisions of the Act, the Company shall in each year hold Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. All general meetings other than annual general meeting shall be called an extraordinary general meeting. ii. No General Meeting shall be held unless at least 21 clear days prior written notice, or shorter written notice in accordance with the Act, of that meeting has been given to each Member as per the provisions of the Act; provided that any General Meeting, may be called after giving shorter notice than the notices required above, if consent thereto is accorded, in the case of any other meeting, by Members of the Company majority in number and representing/holding not less than 95% of the paid-up Share Capital which gives the right to vote to such Members. In General Meeting, only such agenda will be considered as is specified in the notice to the Members with respect to such meetings. iii. Notwithstanding anything contained in this Act or these Articles, a Company- (a) shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and

	(b) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be prescribed, instead of transacting such business at a General Meeting. (c) If a resolution is assented to by the requisite majority of the Shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.
43	i. The Board may, whenever it thinks fit, call an extraordinary general meeting. ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
	PROCEEDING OF GENERAL MEETINGS
44	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
45	The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company
46	If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.
47	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
48	~~In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.~~- Not Applicable
	ADJOURNMENT OF MEETING
49	i. The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same day in the next week at same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of 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. ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
	VOTING RIGHTS
50	Subject to any rights or restrictions for the time being attached to any class or classes of shares, - (a) on a show of hands every member present in person shall have one vote; and (b) on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
51	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52	(i) In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.

	(ii) For this purpose seniority shall be determined by the order in which the names stand in the register of members.
53	(i) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
	(ii) Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (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 duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
54	Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
55	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid or in regard to which the company has exercised any right of lien.
56	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
	PROXY
57	The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid
58	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
	Passing Resolutions by Postal Ballot (a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot. (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time and applicable Law.
	BOARD OF DIRECTORS
60	Unless otherwise determined by the Company in a general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen). The Company shall also comply with the

	provisions of the Act, and the rules made there under and the provisions of the SEBI Listing Regulations with respect to constitution of the Board. The first Directors of the Company were: 1. Geeta P Ari 2. Mahadevappa The Directors need not hold any "Qualification Share(s)". Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions: He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His reappointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine. Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole-time directors.
61	i. Subject to the provisions of the Act, the Company may pay any remuneration, as determined by the Board of Directors / General Meeting to all or any of its Directors for the services rendered by them / him in day to day management of the affairs of the company or any other type of services, whether professional in nature or not, for any of the purposes of the company, either by a fixed sum on monthly or annual basis and / or perquisites and / or a percentage of the profits or otherwise as may be determined by the Board or the members in General Meeting in accordance with the Act. ii. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. iii. The remuneration payable to the directors, including any managing director or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act and rules made there under and provisions of the SEBI Listing Regulations. iv. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— v. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or vi. in connection with the business of the company.
62	The Board may pay all expenses incurred in getting up and registering the company
63	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
64	All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine.
65	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
66	A. ADDITIONAL DIRECTOR APPOINTMENT i. Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Such person, subject to applicable laws, rules or regulations, shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

	B. ALTERNATE DIRECTOR APPOINTMENT i. The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act. ii. The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act. iii. If the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original director, and not to the alternate director.
	C. CASUAL VACANCY i. If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. ii. 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 it had not been vacated.
	D. INDEPENDENT DIRECTORS' APPOINTMENT The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose. Qualification of Independent Director- (i) Independent directors shall possess such qualification as required under the act and under SEBI Listing regulations as amended from time to time. (ii) (ii) Independent Director shall be appointed for such period as prescribed under relevant provisions Act, Schedules thereof under SEBI Listing regulations as amended from time to time.
	E. POWERS OF THE BOARD The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
	PROCEEDINGS OF THE BOARD
67	i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. ii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board. iii. The quorum for a Board meeting shall be as provided in the Act and as provided in SEBI Listing regulations and directors participating through electronic mode in a meeting shall be counted for the purposes of quorum. iv. The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or any other mode as may be permitted by the Act and Rules. v. At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency.

68	(i) Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
69	Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
70	i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting. iii. Any Director so appointed to the office of Chairperson shall not be deemed to have vacated the said office of Chairperson, by reason only that he retires or vacates at any Annual General Meeting of the Company and is re-elected at the same meeting.
71	i. The Board of the Company shall in accordance with act, rules or any other Law and the provisions of the SEBI Listing Regulations, as amended from time to time, form such committees as may be required in the manner specified therein, if the same are applicable to the Company. ii. The participation of directors in a meeting of the committee may be either in person or through video conferencing or audio visual means or any other mode as may be permitted by the Act and Rules and the SEBI Listing regulations.
72	(i) A committee may elect a Chairperson of its meetings. (ii) If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
73	i. A committee may meet and adjourn as it thinks fit. ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson of the committee shall have a second or casting vote. iii. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly pointed and was qualified to be a director.
74	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to received notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
75	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
76	~~In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes' book maintained under section 118~~

	~~such minutes' book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.~~ Not Applicable
	CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER
77	Subject to the provisions of the Act, - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii)A director may be appointed as chief executive officer manager company secretary or chief financial officer.
78	A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and chief executive officer, manager, Company Secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, Manager, Company Secretary or chief financial officer.
	A. APPOINTMENT AND REMUNERATION Subject to the provisions of Section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full-time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act. Board, subject to the consent of the shareholders of the Company shall have the power to appoint Chairperson of the Board as the Managing Director / whole time director or executive director of the Company.
	B. APPOINTMENT AND RESIGNATION CLAUSE Notwithstanding anything contained herein, a Managing Director(s) / whole time director(s) / executive director(s) / manager shall, subject to the provisions of any contract between such director and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company.
	C. RETIREMENT OF DIRECTORS BY ROTATION Not less than two-thirds of the total number of Directors (excluding independent director) of the Company shall be persons whose periods of office shall be liable to determination by retirement of Directors by rotation and save and otherwise expressly provided in the Act and these Articles, be appointed by the Company in General Meeting. The remaining directors shall be appointed in accordance with the provisions of these Articles and the Act. At the Annual General Meeting in each year, one-third of the Directors for the time being as are liable to retire by rotation, or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office. Subject to the provisions of the Act and these Articles, the Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring Director shall retain office until the conclusion of the meeting at which his re-appointment is decided or his successor is appointed. If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place. If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless - (i) at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost; (ii) the retiring director has, by a notice in writing addressed to the Company or its Board of directors, expressed his unwillingness to be so re-appointed;

	(iii) he is not qualified or is disqualified for appointment; (iv) a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or (v) section 162 is applicable to the case.
	D. POWERS OF MANAGING DIRECTOR Subject to the provisions of section 179 and 180 of the Companies Act, 2013, the Managing Director of the Company, if any, shall be empowered to carry on the day to day business affairs of the Company. The Managing Director shall have the general control, management and superintendence of the business of the Company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds and things which in the ordinary course of business may be considered necessary/proper or in the interest of the Company.
	E. POWER TO BORROW i. The Board of Directors may from time to time but with consent of the Company in general meeting as may be required under section 180 of the Companies Act, 2013 read with rules made thereunder, by a resolution passed at a Meeting of the Board raise any money or any monies or sums of money for the purpose of the Company; provided that the monies to be borrowed 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) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 180 of the Act and the rules made thereunder. The Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, at such times and in such manner and upon such terms and conditions as they deem fit by the issue of debt instruments, debentures, or perpetual annuities, debenture stock, promissory notes, or by opening current accounts, or by receiving deposits and advances with or without security, or by issue of bonds and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge, the whole or any part of the undertaking property, rights, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities in accordance with the acts, rules and regulations as applicable to the Company. ii. Provided that the Directors may by resolution at a meeting of the Board delegate the power to borrow money otherwise than on debentures to a Committee of Directors or the Managing Director or Whole-Time Director or Manager subject to the limits upto which the money may be so borrowed as may be specified in the said resolution. iii. To the extent permitted under the applicable Law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interest of the Company. iv. Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into equity shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into equity shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.
	THE SEAL
79	~~The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised~~

	~~by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.~~
	DIVIDEND AND RESERVE
80	The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend
81	Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
82	(i) The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.
83	(i) Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
84	i. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company. ii. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
85	(i) Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent
86	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
87	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
88	No dividend shall bear interest against the company A Shareholder can waive/forgo the right to receive the dividend (either final and/or interim) to which he is entitled, on some or all the Shares held by him in the Company. However, the Shareholder cannot waive/forgo the right to receive the dividend (either final and/or interim) for a part of percentage of dividend on Share(s). Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'. Any money transferred to the 'Unpaid Dividend Account' of a company which remains unpaid or unclaimed for a period of 7 (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 Act. [There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law]. All Shares in respect of which the Dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. Provided that any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company.
	ACCOUNTS
89	The Board shall cause proper books of account to be maintained under Section 128 and other applicable provisions of the Act. i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting. Directors are entitled to examine the books, accounts and records of the Company in accordance with the provisions of the Act.
	WINDING UP
90	Subject to the provisions of Chapter XX of the Act and rules made thereunder – (i) If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
	INDEMNITY
91	i. Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses. ii. Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court. iii. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.
	OTHERS
	DEMATERIALISATION OF SECURITIES
92	i. Definitions for the purpose of this Article:

		(a) 'Beneficial Owner' means a person or persons whose name is recorded as such with a depository; (b) 'SEBI' means the Securities and Exchange Board of India; (c) Depository" shall mean a depository as defined in Clause (e) of sub-section (1) of section 2 of the Depositories Act.
	ii.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its Members facility to hold securities issued by it in dematerialized form
	iii.	Notwithstanding anything contained in the Articles, the Company may in accordance with the provisions of the Depositories Act, 1996, be entitled to dematerialise its securities, debentures and other marketable securities in accordance with the applicable law and/or regulations promulgated from time to time.
	iv.	Every person subscribing to securities offered by the Company may have the option to receive security certificates or to hold the securities with a Depository. The Beneficial Owner of the securities may at any time opt out of holding the securities with a Depository, in the manner provided by the Depositories Act, 1996; and the Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required Certificates of Securities
	v.	All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the Beneficial Owners.
	vi.	Notwithstanding anything to the contrary contained in the Act or these articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of securities on behalf of the beneficial owner.
	vii.	Save as otherwise provided in (iv) above, the depository as the registered owner of the securities shall not have any rights or any other rights in respect of the securities held by it.
	viii.	Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member/ shareholder of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.
	ix.	Notwithstanding anything contained in the Act or the Articles to the contrary, where securities are held in 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 or any other drive
	x.	The Register and Index of Beneficial Owners maintained by a Depository under section 11 of the Depositories Act, 1996 shall be deemed to be the corresponding Register and Index of Members and Security holders for the purpose of the Articles.
	xi.	The Company shall cause to be kept a register of members and index of members indicating separately for each class of equity and preference shares held by each member residing in or outside India, register of debentures and register of any other security holders either in in physical form or in electronic form.
	xii.	The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act.
	xiii.	Notwithstanding anything contained 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 the physical papers.
	xiv.	Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.
	xv.	The Company shall intimate such Depository the details of allotment of share to enable the Depository to enter in its records the name of such person as the beneficial owner of that share.
	xvi.	The provisions of these Articles shall mutatis mutandis apply to securities other than shares and any reference to member herein shall apply to the holder of the concerned security.
	xvii.	Persons appearing as beneficial owners as per the register maintained by the Depository shall be entitled to covered thereby and the Depository shall be the registered owner of such shares only for the purpose of effecting transfer of ownership of such shares on behalf of the beneficial owner.
	xviii.	The members shall bear all charges of the depository participant

	xix.	If a member having dematerialised his holdings of shares opts for re-materialisation of his holding of shares or a part thereof, share certificates will be issued to him on a written request received for that purpose through the depository participant.
	xx.	The dematerialized shares can be transferred / transmitted as per rules of the Depository
	xxi.	The records of members holding as maintained by the Depository and depository participants shall be the basis for all purpose of holdings of the members, who have opted for the dematerialization.
	xxii.	There will be no distinctive numbers for the dematerialised shares.
	REGISTERS	
93	i.	The Company shall keep and maintain at its registered office or at any other place in India as may be permitted by the Act and rules, all statutory registers including, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.
	ii.	kept and maintained by a company under section 88 and copies of the annual return filed under section 92 may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a General Meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance. Provided further that the period for which the registers, returns and records are required to be kept shall be such as may be prescribed under the Act
	iii.	The Register and index of beneficial owner maintained by a Depository under Section 11 of the Depositories Act shall also be deemed to be the Register and index of members/debenture holders/other security holders for the purpose of the Act and any amendment or re-enactment thereof.
	iv.	The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register
	v.	The registers and copies of annual return shall be open for inspection during business hours on all working days, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
	CONSTRUCTIVE NOTICE	
94	The Article of Association is a public document and the person performing business or investing in the company is considered to be fully aware of the rules and regulations of the company.	

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SECTION X – OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the ROC for filing. Copies of the above-mentioned contracts and the documents for inspection referred to here under, may be inspected at the Registered Office of our Company located at No. 208, 2nd Floor, Brigade Gardens, No. 19, Church Street, Bangalore, Bangalore G.P.O., Bangalore North-560001, Karnataka, India between 9 a.m. and 6.30 p.m. (IST) on all Working Days from the date of this Draft Red Herring Prospectus until the Offer Closing Date.

The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at https://pgcdigital.ai/ and will be available for inspection from date of the Draft Red Herring Prospectus until the Offer Closing Date (except for such agreements executed after the Offer Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring 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 applicable law.

A. Material Contracts for the Issue

1. Offer Agreement dated 27.10.2026 between our Company, Promoter selling shareholder and the Book Running Lead Manager.
2. Registrar to the Offer Agreement dated 13.10.2026 between our Company, Promoter selling shareholder and the Registrar to the Offer.
3. Banker(s) to the Offer Agreement dated [●] between our Company, Promoter selling shareholder, Registrar to the Issue, Book Running Lead Manager and Banker to the Offer.
4. Market Making Agreement dated [●] between our Company, the Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Promoter selling shareholder, the Book Running Lead Manager and the Market Maker.
6. Syndicate Member Agreement dated [●] between our Company, Promoter selling shareholder, the Book Running Lead Manager and the Syndicate Member.
7. Banker to the Issue Agreement dated [●] between our Company, the Promoter Selling shareholder and the Banker to the Issue.
8. Tripartite agreement between the CDSL, our Company and the Registrar to the Offer dated 04.05.2026.
9. Tripartite agreement between the NSDL, our Company and the Registrar to the Offer dated 10.04.2026.

B. Material Documents for the Offer

1. Certified true copies of the updated Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated 25.05.2016 issued under the name **"PradeepIT Consulting Services Private Limited"** by Deputy Registrar of Companies, Central Registration Centre.
3. Copy of Fresh Certificate of Incorporation dated 27.06.2024 issued by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre, consequent to change in name of our Company to **"PradeepIT Global Consulting Private Limited"**.
4. Copy of Fresh Certificate of Incorporation dated 24.09.2026 issued by Registrar of Companies, consequent to conversion of our Company from **PradeepIT Global Consulting Private Limited** to **PradeepIT Global Consulting Limited.**
5. Resolution of the Board of Directors dated 30.09.2026 in relation to the Offer authorisation and other related matters.
6. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on 05.10.2026 in relation to the Offer authorisation and other related matters.
7. Examination report for Restated Financial Statements of our Company for Stub period 30.06.2026 and for financial years ended on 31.03.2026 (Consolidated), 31.03.2025 (Consolidated) and 31.03.2024 (Consolidated). dated 03.11.2026 from our Peer Review Auditor included in this Draft Red Herring Prospectus.
8. Resolution of the Board of Directors of the Company dated 04.11.2026 for approval of the Draft Red Herring Prospectus and Draft Abridged Prospectus, and [●] approval of Prospectus and Abridged Prospectus.
9. Authorisations and consent letter from the Promoter Selling Shareholder in relation to the Offer for Sale

10. The Statement of Possible Tax Benefits for Restated Financial Statements dated 03.11.2026 from our Peer Review Auditor included in this Draft Red Herring Prospectus.
11. Certificate on Key Performance Indicators (KPIs) of our Company issued by the Peer Review Auditor by way of their certificate dated 03.11.2026.
12. Resolution dated 03.11.2026 passed by the Audit Committee approving the KPIs for disclosure.
13. Copies of the Annual Reports of our Company for the Financial years ended on 31.03.2026, 31.03.2025 and 31.03.2024.
14. Site Visit report prepared by Book Running Lead Manager dated 23.09.2026.
15. Consents of our Directors, Promoters, Promoter selling shareholder, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, Banker(s) to the Company, Book Running Lead Manager, Legal Advisor to the Offer, Registrar to the Offer, Banker to the Offer *, Underwriters* and Market Maker* to act in their respective capacities.

    ** The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

16. Due Diligence Certificate(s) dated 04.11.2026 by the Book Running Lead Manager.
17. Approval from BSE vide letter dated [●] to use the name of BSE in this Draft Red Herring Prospectus for listing of Equity Shares on the SME Platform of BSE.

    Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus / Draft Abridged Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures or undertakings made in this Draft Red Herring Prospectus / Draft Abridged Prospectus are true and correct.

Signed by the Director of our Company

SD/-

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Vinod Kumar Beli
Chairman and Managing Director
DIN: 10180126

Place: Bangalore
Date: 04.11.2026

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DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus / Draft Abridged Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures or undertakings made in this Draft Red Herring Prospectus / Draft Abridged Prospectus are true and correct.

Signed by the Director of our Company

SD/-

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Geeta P Ari
Whole Time Director
DIN: 07521376

Place: Bangalore
Date: 04.11.2026

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DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus / Draft Abridged Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures or undertakings made in this Draft Red Herring Prospectus / Draft Abridged Prospectus are true and correct.

Signed by the Director of our Company

SD/-

_____

Arun Kohli
Non-Executive Director
DIN: 07521158

Place: Bangalore
Date: 04.11.2026

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DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus / Draft Abridged Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures or undertakings made in this Draft Red Herring Prospectus / Draft Abridged Prospectus are true and correct.

Signed by the Director of our Company

SD/-

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Pankaj Kumar Sharma
Independent Director
DIN: 08076263

Place: Sawai Madhopur
Date: 04.11.2026

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DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus /Draft Abridged Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures or undertakings made in this Draft Red Herring Prospectus /Abridged Prospectus are true and correct.

Signed by the Director of our Company

SD/-

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Punyavrat
Independent Director
DIN: 11535558
Place: Bengaluru
Date: 04.11.2026

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DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus / Draft Abridged Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures or undertakings made in this Draft Red Herring Prospectus / Draft Abridged Prospectus are true and correct.

Signed by the Chief Financial Officer of our Company

SD/-

Sunil Kumar K P
Chief Financial Officer

Place: Ramanagar
Date: 04.11.2026

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DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus / Draft Abridged Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures or undertakings made in this Draft Red Herring Prospectus /Draft Abridged Prospectus are true and correct.

Signed by the Company Secretary and Compliance Officer of our Company

SD/-

_____

Shweta Arora
Company Secretary and Compliance Officer

Place: Delhi
Date: 04.11.2026

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DECLARATION BY PROMOTER SELLING SHAREHOLDER

I, Geeta P Ari in my capacity as Promoter Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus/ Draft Abridge Prospectus specifically in relation to myself as Promoter Selling Shareholder and the portion of Equity Shares offered by me in the Offer for Sale are true and correct. I assume no responsibility for any other statements, disclosures, and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any Promoter Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus/ Draft Abridge Prospectus.

Signed by Promoter Selling Shareholder

Name	**Category**	**Signature**
Geeta P Ari	Promoter Selling Shareholder	**SD/-**

Place: Bangalore
Date: 04.11.2026

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