



(Please scan this QR Code to view the Draft Prospectus)

Draft Prospectus

Dated: September 27, 2024

Please read Section 26 of the Companies Act, 2013

100% Fixed Price Offer

(This Draft Prospectus will be updated upon filing with the RoC)



SCHNELL DRONE TECHNOLOGIES LIMITED

CIN: U72200PN2010PLC135732

REGISTERED OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
Icon Tower Office No. 402 & 403, S. No. 114/5/1, 115/1/1, 114/6/3, 115/2, 4th Floor, Baner Gaon, Haveli, Pune – 411 045, Maharashtra, India.	Saloni Umesh Munot, Company Secretary and Compliance Officer	Tel: +91 950 366 6660/982 312 3633 Email: info@Schnelldronetech.com	www.schnelldronetech.com

PROMOTERS OF OUR COMPANY : BHUSHAN SHARAD KHOMANE, SATYAWAN BALWANT JADHAV AND SHARMIN SAHIL INAMDAR

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL OFFER SIZE	ELIGIBILITY
Fresh Issue and Offer for Sale	Up to 33,00,000 Equity Shares of ₹ 10/- aggregating up to ₹ [●] Lakhs	Upto 3,51,000 Equity Shares aggregating up to ₹ [●] lakhs	Up to 36,51,000 Equity Shares of ₹10/- each aggregating up to ₹ [●] Lakhs	This Offer is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION

NAME	TYPE	NUMBER OF EQUITY SHARES OFFERED / AMOUNT	WACA IN ₹ PER EQUITY SHARE*
Bhushan Sharad Khomane	Promoter Selling Shareholder	Upto 1,17,000 Equity Shares	0.022
Satyawan Balwant Jadhav	Promoter Selling Shareholder	Upto 1,17,000 Equity Shares	0.014
Sharmin Sahil Inamdar	Promoter Selling Shareholder	Upto 1,17,000 Equity Shares	0.011

**As certified by the Statutory Auditor pursuant to a certificate dated August 16, 2024.*

RISK IN RELATION TO THE FIRST OFFER

This being the first public Offer of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10/-. The Floor Price, Cap Price and Offer Price as determined by our Company and the Selling Shareholders, in consultation with the Lead Manager as stated under “Basis for Offer Price” on page 91 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after Listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered 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 Draft Prospectus. Specific attention of the investors is invited of the section titled “Risk Factors” beginning on Page No. 22 of this Draft Prospectus.


ISSUER’S & SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Selling Shareholder in this Draft Prospectus to the extent such statements specifically pertain to them and/or their Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Selling Shareholders assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Selling Shareholder, in this Draft Prospectus.


LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE”) 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 NSE for using its name in this offer document for listing our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Offer, the Designated Stock Exchange will be NSE.

LEAD MANAGER: HORIZON MANAGEMENT PRIVATE LIMITED

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 <p>Horizon Management Private Limited</p>	<p>Mr. Manav Goenka</p>	<p>Telephone: +91 33 4600 0607 Email ID: smeipo@horizon.net.co</p>

REGISTRAR TO THE OFFER: MAS SERVICES LIMITED

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 <p>MAS SERVICES LIMITED</p>	<p>Mr. N. C. Pal</p>	<p>Telephone: +91 112 638 7281/83, 114 132 0335 E-mail: ipo@masserv.com</p>

OFFER PROGRAMME

OFFER OPENS ON: [●]	OFFER CLOSSES ON: [●]
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SCHNELL DRONE TECHNOLOGIES LIMITED

Schnell Drone Technologies Limited (the “**Issuer**” or “**Company**”) was incorporated on March 9, 2010 as a private limited company under the name and style of ‘*Schnell Informatics Private Limited*’, under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 9, 2010 issued by the Registrar of Companies, Maharashtra at Pune. Subsequently, pursuant to a resolution passed by our Board of Directors in its meeting held on January 8, 2024, and by the Shareholders in their extraordinary general meeting held on January 13, 2024, the name of our Company was changed to ‘*Schnell Drone Technologies Private Limited*’ and a fresh certificate of incorporation dated January 30, 2024 was issued by the Registrar of Companies, Maharashtra at Pune. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in its meeting held on January 30, 2024, and by the Shareholders in an extraordinary general meeting held on January 31, 2024 and consequently the name of our Company was changed to ‘*Schnell Drone Technologies Limited*’ and a fresh certificate of incorporation dated February 5, 2024 was issued by the Registrar of Companies, Maharashtra at Pune. For details of change in Registered Office of our Company, please refer to the chapter titled “*History and Certain Corporate Matters*” on page 162 of this Draft Prospectus.

Registered Office: Icon Tower Office No. 402 & 403, S. No. 114/5/1, 115/1/1, 114/6/3, 115/2, 4th Floor, Baner Gaon, Haveli, Pune – 411 045, Maharashtra, India; **Telephone:** +91 950 366 6660/982 312 3633;

E-mail: info@SchnellDronetech.com; **Facsimile:** NA; **Website:** www.schnellDronetech.com; **Contact Person:** Saloni Umesh Munot, Company Secretary & Compliance Officer;

Corporate Identity Number: U72200PN2010PLC135732

PROMOTERS OF OUR COMPANY : BHUSHAN SHARAD KHOMANE, SATYAWAN BALWANT JADHAV AND SHARMIN SAHIL INAMDAR

DETAILS OF THE OFFER

INITIAL PUBLIC OFFER OF UP TO 36,51,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF OUR COMPANY AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS (“PUBLIC OFFER”) COMPRISING A FRESH ISSUE OF UP TO 33,00,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 1,17,000 EQUITY SHARES BY BHUSHAN SHARAD KHOMANE, UP TO 1,17,000 EQUITY SHARES BY SATYAWAN BALWANT JADHAV AND UP TO 1,17,000 EQUITY SHARES BY SHARMIN SAHIL INAMDAR (“THE SELLING SHAREHOLDERS” OR “PROMOTER SELLING SHAREHOLDERS”) (“OFFER FOR SALE”) AGGREGATING TO ₹ [●] LAKHS, OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS IS HEREINAFTER REFERRED TO AS THE “NET OFFER”. THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE “TERMS OF THE OFFER” ON PAGE 256 OF THE DRAFT PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10/- AND THE OFFER PRICE IS [●] TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Offer is being made for at least 25% of the post- Offer paid-up Equity Share capital of our Company. This Offer is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Offer is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. For further details please refer the section titled – “*Offer Information*” beginning on page 256 of this Draft Prospectus.

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015, all potential investors shall participate in the Offer only through an Application Supported by Blocked Amount (“**ASBA**”) process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“**SCSBs**”) for the same. For details in this regard, specific attention is invited to “*Offer Procedure*” on page 266 of this Draft Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 and 28 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST OFFER

This being the first Public Offer of our Company, there has been no formal market for the Equity Shares of our Company. The Offer Price (determined and justified by our Company and the Selling Shareholders in consultation with the Lead Manager) as stated under “*Basis for Offer Price*” beginning on page no. 91 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“**SEBI**”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to the section titled “*Risk Factors*” on page 22 of this Draft Prospectus.

ISSUER & SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Selling Shareholder in this Draft Prospectus to the extent such statements specifically pertain to themselves and/or their Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Selling Shareholders assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Selling Shareholder, in this Draft Prospectus.

LISTING

The Equity Shares offered through the Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“**NSE**”). Our Company has received an ‘in-principle’ approval letter dated [●] from NSE for using its name in this offer document for listing our shares on the Emerge Platform of the NSE. For the purpose of this Offer, the Designated Stock Exchange will be NSE. A signed copy of the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Prospectus up to the Offer Closing Date, see “*Material Contracts and Documents for Inspection*” on page 349 of this Draft Prospectus.

LEAD MANAGER TO THE OFFER



Horizon Management Private Limited
 19 R N Mukherjee Road, Main Building, 2nd Floor,
 Kolkata- 700 001, West Bengal, India.
Telephone: +91 33 4600 0607
Facsimile: +91 33 4600 0607
E-mail: smeipo@horizon.net.co
Website: www.horizonmanagement.in
Investor grievance: investor.relations@horizon.net.co
SEBI Registration Number: INM000012926
Contact Person: Manav Goenka

REGISTRAR TO THE OFFER



MAS Services Limited
 T-34, 2nd Floor, Okhla Industrial Area,
 Phase-II New Delhi- 110 020
Telephone: +91 112 638 7281/83, 114 132 0335
Facsimile: +91 112 638 7384
E-mail: ipo@masserv.com
Website: www.masserv.com
Investor grievance: investor@masserv.com
SEBI Registration Number: INR0000000049
Contact Person: N. C. Pal

OFFER OPENS ON

OFFER OPENS ON: [●]

OFFER CLOSES ON

OFFER CLOSES ON: [●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.

The words and expressions used in this Draft Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.

General Terms

Term	Description
“Company”, “our Company”, “Schnell”, “the Company”, “the Issuer”	Schnell Drone Technologies Limited, a company incorporated under the Companies Act, 1956, having its Registered Office at Icon Tower Office No. 402 & 403, S. No. 114/5/1, 115/1/1, 114/6/3, 115/2, 4th Floor, Baner Gaon, Haveli, Pune – 411 045, Maharashtra, India.
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company.
Our Promoters	Promoters of our Company, namely Bhushan Sharad Khomane, Satyawan Balwant Jadhav and Sharmin Sahil Inamdar. For further details, please see the section entitled “ <i>Our Promoters and Promoter Group</i> ” on page 181 of this Draft Prospectus.
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. For details, see “ <i>Our Promoters and Promoter Group</i> ” on page 181 of this Draft Prospectus.

Company Related Terms

Term	Description
Articles / Articles of Association / AoA	The Articles / Articles of Association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as our Company’s Audit Committee in accordance with in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. For details, see “ <i>Our Management</i> ” on page 168 of this Draft Prospectus.
Auditor / Statutory Auditor/ Peer Review Auditor	Statutory and peer review auditor of our Company, namely, Malani Somani Chandak and Associates , Chartered Accountants
Banker to our Company	Banker to our Company, namely ICICI Bank Limited.
Board / Board of Directors	Board of directors of our Company or a duly constituted committee thereof.
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e., U72200PN2010PLC135732
Chief Financial Officer / CFO	Harsha Keshav Shegokar, the Chief Financial Officer of our Company.
Company Secretary and Compliance Officer	Saloni Umesh Munot, the Company Secretary and the Compliance Officer of our Company.
Chief Technical Officer / CTO	Satyawan Balwant Jadhav, the Whole-time Director and Chief Technical Officer of our Company.
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Director(s)	The director(s) on the Board of our Company, unless otherwise specified.
Equity Shares	Equity shares of our Company of face value of ₹ 10 each.
Group Companies	Companies (other than our Subsidiary) with which there have been related party transactions, during the last three financial years, as covered under the applicable

Term	Description
	accounting standards and other companies as considered material by the Board in accordance with the Materiality Policy.
Independent Director(s)	The independent director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE0TM901013
Key Managerial Personnel / KMP	Key management personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as described in the section titled “ <i>Our Management</i> ” on page 168 of this Draft Prospectus.
Managing Director/ CMD	The Chairman and Managing Director of our Company, namely, Bhushan Sharad Khomane
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on March 9, 2024 in accordance with the requirements of the SEBI ICDR Regulations.
Memorandum of Association / MoA	Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The committee of the Board of directors reconstituted as our Company’s Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. For details, see “ <i>Our Management</i> ” on page 168 of this Draft Prospectus.
Non-executive Directors	Non-executive Directors of our Company.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Registered Office	The registered office of our Company situated at Icon Tower Office No. 402 & 403, S. No. 114/5/1, 115/1/1, 114/6/3, 115/2, 4th Floor, Baner Gaon, Haveli, Pune – 411 045, Maharashtra, India.
Registrar of Companies/ RoC	Registrar of Companies, Maharashtra at Pune, having its office at PCNTDA Green Building, BLOCK A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411 044, Maharashtra, India.
“Restated Financial Statements” or “Restated Financial Information”	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities of our Company as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
“Senior Management”	Senior management of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations. For details, see “ <i>Our Management</i> ” on page 168 of this Draft Prospectus.
Shareholders	Shareholders of our Company, from time to time.
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted as our Company’s Stakeholders’ Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations. For details, see “ <i>Our Management</i> ” on page 168 of this Draft Prospectus.
Whole-time Director	The whole-time director of our Company

Offer Related Terms

Term	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus
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 Application Form.
Allot/Allotment/ Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Offer to the successful applicants, including transfer of the Equity Shares pursuant

Term	Description
	to the Offer to the successful applicants.
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied includes an ASBA Applicant.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Offer.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Draft Prospectus and the Application Form including through UPI mode (as applicable).
ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicant and which will be considered as an application for Allotment in terms of the Prospectus.
ASBA Bid	A Bid made by ASBA Bidder
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Banker(s) to the Offer	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	Basis on which the Equity Shares will be Allotted to successful Applicants under the Offer and which is described in “Offer Procedure” on page 266 of this Draft Prospectus.
Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied includes an ASBA Applicant.
Bidding Centers	The centers at which the Designated Intermediaries shall accept the Application Forms i.e. Designated Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Business Day	Monday to Friday (except public holidays).
Broker Centers	Broker centers notified by the Stock Exchanges, where Applicants can submit the ASBA 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 website of the Stock Exchange (www.nseindia.com) and are updated from time to time.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant(s)/ CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the website of NSE (www.nseindia.com).
Controlling Branches	Such branches of SCSBs which coordinate Applications under the Offer with the LM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable).
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms and in case of RIIs only ASBA Forms with UPI. The details of such Designated CDP

Term	Description
	Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange.
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries / Collecting Agent	In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes . Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited
DP ID	Depository Participant's identity number
Draft Prospectus/DP	This Draft Prospectus dated September 27, 2024 issued in accordance with Section 23, 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulation.
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 Application Form and the Prospectus will constitutes an invitation to purchase the equity shares.
Electronic Transfer of Funds	Refunds through ECS (Electronic Clearing Services), NEFT, Direct Credit or RTGS as applicable.
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 Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Emerge Platform of NSE / NSE EMERGE	The Emerge Platform of NSE for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations, 2018 which was approved by SEBI as an SME Exchange on September 27, 2011.
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares.
Escrow Account(s)	Account(s) opened with the Banker(s) to the Offer pursuant to Escrow and Sponsor Bank Agreement.
Escrow Agent	[●]
Escrow Agreement	Agreement dated [●] entered into amongst the Company, the Selling Shareholders, Lead Manager, the Registrar and the Banker to the Offer and Sponsor Bank to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Offer Account.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●].

Term	Description
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form and in case of a joint Application and whose name shall also appear as the first holder of the beneficiary account held in joint names or any revisions thereof.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered under 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.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
Fresh Issue / Issue	The Fresh Issue of Upto 33,00,000 Equity Shares aggregating up to ₹ [●] Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled “Offer Procedure” beginning on page 266 of this Draft Prospectus.
Lead Manager/ LM	The lead manager to the Offer, being Horizon Management Private Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Market Maker	Market Maker of the Company, in this case being [●]
Market Maker Reservation Portion	The Reserved portion of [●] Equity shares of ₹ 10/- each at an Offer Price of ₹ [●]/- aggregating to ₹ [●] lakhs for Designated Market Maker in the Public Offer of our Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager, our Company and the Selling Shareholders.
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Proceeds	The Gross Proceeds less our Company’s share of the Offer-related expenses applicable to the Fresh Issue. For details about use of the Net Proceeds and the Offer related expenses, see “Objects of the Offer” on page 78.
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹ 10/- each at ₹ [●]/- per Equity Share including share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakhs.
Non-Institutional Applicant / Investors	All Applicants, including Eligible FPIs, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs, OFIs other than eligible QFIs).
Non-Retail Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Offer including [●] Equity Shares, after retail portion, being not more than 50% of the Net Offer which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Non-Resident/ NR	A person resident outside India, as defined under FEMA and includes a non-resident Indian, FPIs and FVCIs.
Offer Agreement	The agreement dated March 9, 2024 between our Company, the Selling Shareholders and the LM, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer Price	The price at which the Equity Shares are being issued by our Company and the Selling Shareholders in consultation with the Lead Manager under the Draft Prospectus and the Prospectus being ₹ [●]/- per share.
Offer Proceeds	Proceeds to be raised by our Company through this Fresh Issue, for further details

Term	Description
	please refer chapter titled “ <i>Objects of the Offer</i> ” page 78 of this Draft Prospectus.
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.
Offer Opening	The date on which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Offer, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●]
Offer Closing	The date after which the Lead Manager, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Offer, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●]
Offer/ Offer Size/ Initial Public Offer/ Initial Public Offering/ IPO	The Initial Public Offer of upto 36,51,000 Equity shares of ₹ 10/- each at an Offer Price of ₹ [●]/- per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs comprising a Fresh Issue of upto 33,00,000 Equity Shares and the Offer for Sale of upto 3,51,000 Equity Shares by Selling Shareholders.
Offered Shares	Offer of upto 3,51,000 Equity shares aggregating to Rs. [●] lakhs being offered for sale by the Selling Shareholders in the Offer
Offer for Sale	Sale by Selling Shareholders of upto 3,51,000 Equity Shares of face value of ₹ 10/- each fully paid of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹. [●] per Equity Share) aggregating ₹ [●] Lakhs.
Prospectus	The Prospectus, to be filed with the RoC containing, inter alia, the Offer opening and closing dates and other information.
Public Offer Account	Account opened with Bankers to the Offer for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Offer Account Bank	A bank which is a clearing member and registered with SEBI as a banker to an Offer and with which the Public Offer Account for collection of Application Amounts from Escrow Account(s) and ASBA Accounts will be opened, in this case being [●].
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet ‘know your client’ requirements prescribed by SEBI.
Qualified Institutional Buyers / QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI.
Registrar Agreement	The registrar agreement dated March 9, 2024 between our Company, the Selling Shareholders 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/ RTAs	The registrar and the share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI as per the list available on the website of NSE .
Registrar to the Offer / Registrar	MAS Services Limited
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Retail Portions	Portion of the Offer being not less than 50% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to RIBs (subject to valid Bids being received at or above the Offer Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage.

Term	Description
	Retail Individual Applicants can revise their Application during the Offer Period and withdraw their Applications until Offer Closing Date.
Refund account	Account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank	Bank which is a clearing member and registered with SEBI as a banker to an Offer under the SEBI BTI Regulations and with whom the Refund Account will be opened, in this case being [●]
SEBI Master Circular	Master circular dated June 21, 2023 issued by the Securities and Exchange Board of India in order to enable the stakeholders to have access to all circulars/directions issued under the relevant provisions of the SEBI ICDR Regulations, 2018 at one place.
Self-Certified Syndicate Banks or SCSBs	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&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 updated from time to time.
Selling Shareholders or Promoter Selling Shareholders	Bhushan Sharad Khomane, Satyawant Balwant Jadhav and Sharmin Sahil Inamdar, are the Selling Shareholders of our Company
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	The agreement dated [●], entered into between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
Sponsor Bank	A Banker to the Offer which is registered with SEBI and is eligible to act as a Sponsor Bank in a public Offer in terms of applicable SEBI requirements and has been appointed by the Company and the Selling Shareholders, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being [●].
Stock Exchange	National Stock Exchange of India Limited
Systemically Important Non-Banking Financial Companies	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
TRS/Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	[●]
Underwriting Agreement	The agreement dated [●] entered into among the Underwriters and our Company and the Selling Shareholders prior to the filing of the Prospectus with the RoC.
Unified Payment Interface or UPI	Unified Payment Interface is an instant payment system developed by National Payments Corporation of India, which enables merging several banking features, seamless fund routing and merchant payments into one hood. It allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a persons' bank account.
UPI	Unified Payment Interface.
UPI Circulars / SEBI UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, SEBI circular no

Term	Description
	SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the SEBI Master Circular and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI application and by way of a SMS directing the RIB to such UPI application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	Process for applications by RIBs submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter(s) or Fraudulent Borrower(s)	Company or person, as the case may be, categorized as a wilful defaulter(s) or fraudulent borrower(s) by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI and in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Offer Period, Working Days shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Days shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars.

Conventional and General Terms and Abbreviations

Term	Description
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
CAGR	Compounded Annual Growth Rate.
Category I AIF	AIFs which are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations.
Category II AIF	AIFs which are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations.
Category III AIF	AIFs which are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulation.
Category I FPI(s)	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations.
Category II FPI(s)	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III FPIs	FPIs who are registered as Category III FPIs under the SEBI FPI Regulations, and shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices.
CDSL	Central Depository Services (India) Limited.
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970.
Companies Act	Companies Act, 1956 and / or the Companies Act, 2013 as applicable.
Companies Act 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections).

Term	Description
Companies Act 2013	Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder.
Consolidated FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CRAR	Capital to Risk Asset Ratio
CSR	Corporate social responsibility
Depository(ies)	NSDL and CDSL, both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
DP or Depository Participant	A depository participant as defined under the Depositories Act
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP ID	Depository Participant's Identity Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Term Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion)
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EGM	Extraordinary General Meeting
EMERGE	The SME platform of NSE Limited
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 duly amended
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India

Term	Description
INR or ₹ or Rs. Or Indian Rupees	Indian Rupee, the official currency of the Republic of India.
IPO	Initial public offering
IRDAI	Statutory body constituted under the Insurance Regulatory and Development Authority Act, 1999
IRR	Internal rate of return
IMPS	Immediate Payment Service
IST	Indian Standard Time
Insolvency Code	Insolvency and Bankruptcy Code, 2016
ISIN	International Securities Identification Number
IT	Information Technology
KYC	Know your customer
Lacs	Lakhs
LIBOR	London Inter-Bank Offer Rate
MCA	The Ministry of Corporate Affairs, GoI
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NACH	National Automated Clearing House, a consolidated system of ECS.
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NRO	Non-resident ordinary account
NRI	Non Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NPCI	National Payments Corporation of India
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
PIO	Person of India Origin
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the Securities Act
RTI	Right to Information, in terms of the Right to Information Act, 2005
RTGS	Real Time Gross Settlement
Rule 14A	Rule 14A under the Securities Act
₹/Rs./ Rupees/ Indian Rupees	The lawful currency of India
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996

Term	Description
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Ind AS Transition Circular	SEBI Circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Merchant Bankers Regulation	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Securities Act	The United States Securities Act of 1933.
Stamp Act	The Indian Stamp Act, 1899
STT	Securities Transaction Tax
SME	Small and Medium Enterprises
State Government	The government of a state in India
Trademarks Act	Trademarks Act, 1999
TAN	Tax deduction account number
TDS	Tax deducted at source
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. Holder	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve month period ending December 31

Industry Related Terms

Term	Description
AEs	Advanced Economies
AI	Artificial Intelligence
Amrut Mission	Atal Mission for Rejuvenation and Urban Transformation Mission
BCAS	Bureau of Civil Aviation Security
BIS	Bureau of Indian Standards
Bn	Billion
BVLOS	Beyond Visual Line of Sight
CAGR	Compound Annual Growth Rate
CGST	Central Goods and Services Tax
COVID-19	CoronaVirus Disease of 2019
CPI	Consumer Price Index
DaaS	Drone-As-A-Service
DII	Domestic Institutional Investors
EMDEs	Emerging Market and Developing Economies
FICCI	Federation of Indian Chambers of Commerce & Industry
FDI	Foreign Direct Investment
FII	Foreign Institutional Investors
FPIs	Foreign Portfolio Investors

Term	Description
FY	Financial Year
Ft.	Feets
GDP	Gross Domestic Product
GoI	Government of India
GST	Goods and Services Tax
HFI	High-Frequency Indicators
IAN	Indian Angel Network
IIP	Index of Industrial Production
IISc	Indian Institute of Science
IMF	International Monetary Fund
INR	Indian Rupees
KMS	Kharif Marketing Season
Kms	Kilometers
LiDAR	Light Detection and Ranging
LMT	Lakh Metric Tonnes
MHA	Ministry of Home Affairs
ML	Machine Learning
MoSPI	Ministry of Statistics & Programme Implementation
MRO	Maintenance, Repair, and Overhaul
MSMEs	Ministry of Micro, Small & Medium Enterprises
OPEC+	Organization of the Petroleum Exporting Countries
PE-VC investments	Private Equity- Venture Capital Investments
PLI	Production-Linked Incentive
PMI	Purchasing Manager's Index
PSUS	Public Sector Undertakings
QCBS	Quality cum Cost-Based Selection
R&D	Research & Development
RMS	Rabi Marketing Season
SGST	State Goods and Services Tax
SVAMITVA Scheme	Survey of Villages and Mapping with Improvised Technology in Village Areas Scheme
UAM	Urban Air Mobility
UAS	Unmanned Aircraft System
UK	United Kingdom
UNICEF	The United Nations Children's Fund
USA	United States of America
USD/ US\$	US Dollar
WEO	World Economic Outlook

Notwithstanding the foregoing, terms in “*Description of Equity Shares and Terms of Articles of Association*”, “*Statement of Tax Benefits*”, “*Industry Overview*”, “*Key Industrial Regulations and Policies*”, “*Financial Information*”, “*Outstanding Litigation and Material Developments*” and “*Offer Procedure*” on pages 320, 98, 101, 155, 190, 237 and 266, respectively of this Draft Prospectus, will have the meaning ascribed to such terms in these respective sections.

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

Certain Conventions

All references to “India” contained in this Draft Prospectus 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.

Unless otherwise specified, any time mentioned in this Draft Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Prospectus are to a calendar year.

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled “*Financial Information*” on page 190 of this Draft Prospectus.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities of our Company as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further details, see “*Restated Financial Information*” on page 190. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Years are to the twelve-month period ended March 31 of that year. In this Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the Restated Financial Statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on Page Nos. 22, 118 and 221, respectively of this Draft Prospectus and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in “*Risk Factors*”, “*Industry Overview*” and “*Our Business*” on pages 22, 101 and 118 respectively, this Draft Prospectus.

Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America.

Our Company has presented all numerical information in its Draft Prospectus in “lacs” units or in whole numbers where the numbers have been too small to represent in lacs. One lac represents 1,00,000 and one million represents 10,00,000.

Exchange rates

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

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

Currency	Exchange rate as on (in ₹)		
	March 31, 2024*	March 31, 2023	March 31, 2022
1 USD	83.37	82.22	75.91

* 29/03/2024 and 31/03/2024 being holidays, closing rate is as on 28/03/2024
(Source: www.rbi.org.in and www.fbil.org.in)

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

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

The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, “Basis for Offer Price” on page 91 of this Draft Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the LM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “Risk Factors” on page 22 of this Draft Prospectus.

FORWARD - LOOKING STATEMENTS

This Draft Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

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

- We are highly dependent on our vendors and customers for a significant portion of our revenue and business. In the event, our vendors or our customers refuse to renew the agreements executed with them, our business and results of operations could be adversely affected;
- Presently the drone industry is in a nascent stage. If the industry does not experience significant growth, then we will not be able to achieve our anticipated level of growth;
- Any unauthorized access or intrusion into our software or systems, as well as any form of cyber-attack, could significantly harm our business and have a negative impact on our financial condition and operating results;
- We may not be able to offer drone related services, such as demonstration, trials and training during the monsoon season, due to the increased risk of damage to our equipment and potential safety hazards. As a result, extended monsoons can directly impact our revenue from operations; and
- We are dependent on trained and qualified pilots, trainers and engineers and the loss of, or our inability to hire, retain, train, and motivate qualified pilots, trainers and engineers could adversely affect our business, results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages 22, 118 and 221, respectively, of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect current views as of the date of this Draft 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 or our Directors or our officers or Lead Manager or Underwriter 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 SEBI requirements, our Company, and the LM will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Offer.

OFFER DOCUMENT SUMMARY

The following is a general summary of the terms of the Offer. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Prospectus, including the sections entitled “*Risk Factors*”, “*Industry Overview*”, “*Outstanding Litigation and Material Developments*”, “*Our Promoter and Promoter Group*”, “*Financial Statements*”, “*Objects of the Offer*”, “*Our Business*”, “*Offer Procedure*” and “*Description of Equity Shares and Terms of Articles of Association*” on pages 22, 101, 237, 181, 190, 78, 118, 266 and 320, respectively.

1. Summary of Industry

The Indian drone industry has witnessed a rapid growth in recent years, driven by the increasing demand for drones across a range of sectors, including agriculture, infrastructure, public safety, and defence. The GoI is actively promoting the growth of this industry by introducing policies and initiatives to encourage innovation and entrepreneurship in this field. The Civil Aviation Ministry estimates that the Indian drone market shall reach an estimated turnover of INR 120 to 150 billion by 2026. The government would play a critical role in creation of a viable market for drones, so that the country can realize its own manufacturing potential. The government’s fillip through its role as market maker has a potential to expand demand to approximately INR 75,000 Cr in the Commercial sector, and INR 23,000 Cr in the Homeland Security sector. As much as 60% of the commercial manufacturing potential will arise from Government dominated sectors.

For further details, please refer to the chapter titled “*Industry Overview*” on page 101 of this Draft Prospectus.

2. Summary of Business

Our Company is a multifaceted service company offering diverse services in the drone ecosystem. Our services range from geographic information system, photogrammetry, drone distribution, training, maintenance and data processing. We also offer data processing services in geographic information system (“**GIS**”) and photogrammetry. This includes, georeferencing, creation of ORI (orthorectified imagery), 3D point cloud, DEM (digital elevation model) and DTM (digital terrain model). Our Company, since 2019 has been one of the resellers of unmanned aerial vehicles (“**UAVs**”), commonly known as ‘*drones*’, manufactured by ideaForge Technology Limited (“**ideaForge**”). We market, sell and distribute UAVs manufactured by ideaForge, on a non-exclusive basis in India. In 2023, we also started offering services in the capacity of a service provider to ideaForge.

For further details, please refer to chapter titled “*Our Business*” on page 118 of this Draft Prospectus.

3. Promoters

Bhushan Sharad Khomane, Satyawalan Balwant Jadhav and Sharmin Sahil Inamdar are the Promoters of our Company. For further details please see chapter titled “*Our Promoters and Promoter Group*” beginning on page 181 of this Draft Prospectus.

4. Offer

Our Company is proposing a public offer of up to 36,51,000 Equity Shares of face value ₹ 10 each (“**Equity Shares**”) of our Company for cash at a price of ₹ [●]/- per equity share (including a securities premium of ₹ [●]- per Equity Share) (the “**Offer Price**”), aggregating upto ₹ [●] lacs (“**Offer**”), comprising a fresh issue of upto 33,00,000 Equity Shares aggregating to ₹ [●] lakhs (the “**Fresh Issue**”) and an offer for sale of upto 1,17,000 Equity Shares by Bhushan Sharad Khomane, upto 1,17,000 Equity Shares by Satyawalan Balwant Jadhav and upto 1,17,000 Equity Shares by Sharmin Sahil Inamdar (the “**Selling Shareholders**”) (“**Offer For Sale**”) aggregating to ₹ [●] lakhs, out of which [●] equity shares aggregating to ₹ [●] lakhs will be reserved for subscription by market maker (“**Market Maker Reservation Portion**”). The offer less the Market Maker Reservation Portion i.e. Offer of [●] Equity Shares of face value of ₹ 10 each at an Offer Price of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs is hereinafter referred to as the “**Net Offer**”. For further details, see “*Terms of the Offer*” on page 256 of the Draft Prospectus.

5. Details of the Selling Shareholders

The Selling Shareholders have consented to participate in the Offer for Sale in the following manner:

Name of the Selling Shareholder	Type	Date of Authorization Letter	Equity Shares held as of date of the Draft Prospectus	Equity Shares offered by way of Offer for Sale	% of the pre-offer paid-up Equity Share capital
Bhushan Sharad Khomane	Promoter	March 8, 2024	32,48,148	Upto 1,17,000	33.20%
Satyawan Balwant Jadhav	Promoter	March 8, 2024	13,83,264	Upto 1,17,000	14.14%
Sharmin Sahil Inamdar	Promoter	March 8, 2024	22,09,884	Upto 1,17,000	22.59%

6. Objects of the Offer

The proposed utilization of Net Proceeds is set forth as stated below:

(₹ in lakhs)			
Sr. No.	Particulars	Amount (₹ in) Lakhs	% of Gross Offer Proceeds
1.	Investment in infrastructure for Drone as a Service (Daas) and Drone services projects	Upto 1527.43	[●]
2.	Import of Hydrogen Fuel Cell powered Logistics Drones	Upto 730.27	[●]
3.	Purchase of Agriculture Drones	Upto 560.02	[●]
4.	General Corporate Purpose ⁽¹⁾	[●]	[●]
Net Offer Proceeds			[●]

⁽¹⁾To be finalized on determination of the Offer Price and updated in the Prospectus prior to filing with the ROC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Fresh Issue.

For further details, please see chapter titled “Objects of the Offer” beginning on page 78 of this Draft Prospectus.

7. Aggregate shareholding of Promoter, Selling Shareholder and Promoter Group

Following are the details of the shareholding of Promoter, Selling Shareholders and Promoter Group:

Sr. No.	Name of the Shareholders	Pre-Offer		Post - Offer	
		Number of Equity Shares	% of Pre-Offer Equity Share Capital	Number of Equity Shares	% of Post-Offer Share Capital
Promoters (including the Selling Shareholders)					
1.	Bhushan Sharad Khomane	32,48,148	33.20%	[●]	[●]
2.	Satyawan Balwant Jadhav	13,83,264	14.14%	[●]	[●]
3.	Sharmin Sahil Inamdar	22,09,884	22.59%	[●]	[●]
	Total	68,41,296	69.93%	[●]	[●]
Promoter Group					
4.	Prachi Bhushan Khomane	1,80,000	1.84%	[●]	[●]
5.	Pournima Jaydeep Darekar	1,80,000	1.84%	[●]	[●]
6.	Sunanda Nandkumar Pansare	45,000	0.46%	[●]	[●]
7.	Dr. Vilas Subrao Patil	2,70,000	2.76%	[●]	[●]
8.	Khyati Satyawan Jadhav	2,70,000	2.76%	[●]	[●]
	Total	9,45,000	9.66%	[●]	[●]
Total		77,86,296	79.59%	[●]	[●]

For further details, please see chapter titled “Capital Structure” on page 65 of this Draft Prospectus.

8. Summary of Restated Financial Information

Following are the details as per the Restated Financial Information as at and for the Financial Years ended on March 31, 2024, March 31, 2023 and 2022:

(₹ in lacs)				
S. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	978.22	75.00	1.00
2.	Net Worth	1,140.04	109.13	62.12
3.	Revenue from operations	1,075.03	878.09	549.22
4.	Profit after Tax	233.15	47.01	23.28
5.	Earnings per Share (INR)	2.55	0.52	0.26

S. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
6.	Net Asset Value per equity share (INR)	12.44	1.21	0.69
7.	Total Borrowings	(13.24)	144.77	98.03

For further details, please refer the section titled “*Financial Information*” on page 190 of this Draft Prospectus.

9. Auditor qualifications which have not been given effect to in the Restated Financial Information

The Restated Financial Information does not contain any qualification requiring adjustments by the Auditors.

10. Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoters and our Directors is provided below:

a) Litigations involving our Company

i) Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) Cases filed by our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

b) Litigations involving our Directors

i) Cases filed against our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters*	3	1.31
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

*These matters relate to Bhushan Sharad Khomane and Satyawant Balwant Jadhav

ii) Cases filed by our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

c) Litigations involving our Promoters

i) Cases filed against our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Direct Tax matters*	3	1.31
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

*These matters relate to Bhushan Sharad Khomane and Satyawant Balwant Jadhav

ii) Cases filed by our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

For further details, please refer the chapter titled “Outstanding Litigations and Material Developments” on page 237 of this Draft Prospectus.

11. Risk Factors

Please see the chapter titled “Risk Factors” beginning on page 22 of this Draft Prospectus.

12. Summary of Contingent Liabilities

There are no contingent liabilities reported as at and for the Financial Years ended on March 31, 2024, March 31, 2023 and 2022.

13. Summary of Related Party Transactions

Following are the details of related party transactions as per the Restated Financial Information as at and for the Financial Years ended on March 31, 2024, March 31, 2023 and 2022:

Sr. No.	Nature of Transaction	(₹ in lakhs)		
		For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
1	Remuneration			
	Bhushan Khomane	22.30	24.00	24.00
	Satyawan Jadhav	19.55	21.00	21.00
	Sharmin Inamdar	9.00	-	-
2	Loans Taken			
	Bhushan Khomane	199.53	220.13	103.07
	Satyawan Jadhav	59.58	95.58	70.77
3	Loans Repaid			
	Bhushan Khomane	221.79	229.72	116.62
	Satyawan Jadhav	63.30	108.14	79.23
4	Loan Given			
	Khyati Jadhav	4.00	-	-
	Prachi Khomane	4.50	-	-
5	Loan Taken Back			
	Khyati Jadhav	4.00	-	-
	Prachi Khomane	4.50	-	-

3. Balances Outstanding at the end of the Year

Sr. No.	Particulars	As at	As at	As at
		31 March 2024	31 March 2023	31 March 2022
1	Short Term Loans & Advances			
	Bhushan Khomane	-	29.21	18.25
	Satyawan Jadhav	-	12.16	-
2	Unsecured Loans			
	Satyawan Jadhav	-	-	2.72
3	Travelling Advance			
	Bhushan Khomane	2.79	-	-
	Satyawan Jadhav	3.06	-	-

Please see the chapter titled “*Financial Information*” beginning on page 190 of this Draft Prospectus.

14. Financials Arrangements

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

15. Weighted Average Price of the Equity Shares acquired by our Promoters and in the last one year preceding the date of this Draft Prospectus

The details of the weighted average price of the Equity Shares acquired by our Promoters and Selling Shareholders in the last one year preceding the date of this Draft Prospectus is as follows:

Name of Promoter/ Selling Shareholder	No. of shares acquired in last one year from the date of this Draft Prospectus	Weighted Average Price (in ₹)
Bhushan Sharad Khomane	29,77,469*	Nil
Satyawan Balwant Jadhav	12,67,992*	Nil
Sharmin Sahil Inamdar	20,25,727*	Nil

* Acquired as bonus shares

16. Average Cost of Acquisition of Shares for Promoters and Selling Shareholders

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

Name of Promoter/ Selling Shareholder	No. of shares held	Average Cost of Acquisition (in ₹)
Bhushan Sharad Khomane	32,48,148	0.022
Satyawan Balwant Jadhav	13,83,264	0.014
Sharmin Sahil Inamdar	22,09,884	0.011

17. Pre-IPO Placement

Our Company does not contemplate any issuance or placement of Equity Shares in this Offer, until the listing of the Equity Shares.

18. Issue of equity shares made in last one year for consideration other than cash

Except as set out below we have not issued equity shares for consideration other than cash in the preceding one year:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment ⁽¹⁾	Benefit accrued to our Company	Source out of which bonus shares issued
March 8, 2024	89,67,013	10	N.A.	Bonus issue in the ratio of eleven (11) bonus equity shares for every one fully paid up Equity Share held on March 8, 2024, authorised by our Board, pursuant to a resolution passed at its meeting held on February 14, 2024 and by our shareholders pursuant to a resolution passed at the EGM held on February 15, 2024	Nil	Bonus Issued out of free reserves

(1) For details in relation to list of allottees, please refer to "Capital Structure" on page 65 of this Draft Prospectus.

19. Split or consolidation of Equity Shares in the last one year

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

20. Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

SECTION II – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Offer. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 101, 101 and 191 of this Draft Prospectus, respectively. The industry-related information disclosed in this section that is not otherwise publicly available is derived from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

This Draft Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled “Forward-Looking Statements” on page 15 of this Draft Prospectus.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.

Materiality:

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

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

The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Draft Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to Schnell Drone Technologies Limited.

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

INTERNAL RISK FACTORS

BUSINESS RELATED RISKS

- We are highly dependent on our vendors and customers for a significant portion of our revenue and business. In the event, our vendors or our customers refuse to renew the agreements executed with them, our business and results of operations could be adversely affected.***

Our Company is engaged in the business of offering diverse services in the drone ecosystem. Our services range from geographic information system, photogrammetry, drone distribution, training and maintenance and processing of drone data. In relation to the software procurement and reselling, we are depended upon a few vendors, namely, Blue Marble Geographics, USA and Avenza Systems INC, Canada for our geographic information system (“GIS”) software and on Agisoft LLC, Russia for our photogrammetry software. We have entered into formal agreements with the aforementioned software vendors, which have a validity of one year, which is renewable on a yearly basis, until terminated by our vendors. Further, we are also one of the resellers of unmanned aerial vehicles (“UAVs”), manufactured by ideaForge Technology Limited (“ideaForge”). Further, we also offering services in the capacity of a service provider to ideaForge. The reseller agreement executed with ideaForge has a validity of five years and the service provider agreement has a validity of one year. Further, our arrangement with ideaForge mandates us to not provide any repair or maintenance services for UAVs to any competitor for the duration of our arrangement with them and a period of six months post termination of our arrangement with them. In the event of termination of our arrangement with ideaForge, we may not be able to provide technical support services to any of their competitors, which could have an adverse impact on our business, results of operations and financial conditions.

While, we have executed formal agreements with our customers and vendors, we cannot assure you that either of the parties will not terminate such agreement or breach any covenant of such agreements. Further majority of our vendors have the authority to renew our agreements on a yearly basis, in the event such agreements are not renewed or if such agreements are renewed, the terms added therein are not favourable to our Company, our business and financial condition will be adversely affected. A break up of the revenue earned from our top five customers for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 are provided below:

(₹ in lakhs)

Particulars	March 31, 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 customers	702.56	65.35%	285.78	32.55%	224.64	40.90%

Further, our ability to terminate our arrangements with our customers/vendors may be limited by the terms of our agreements with them. We may need to litigate our customers/vendors or litigations may be filed against us for any breach or termination of the contract, such litigation could be time consuming and costly and the outcome cannot be guaranteed. We cannot assure you that we will be able to continue to renew our agreements on terms that are commercially acceptable to us, or at all. We cannot assure you that such customers/vendors shall fulfil their obligations under such agreements entirely, or at all, shall not breach certain terms of their arrangements with us, including with respect to payment obligations or quality standards, or shall not choose to terminate their arrangements with our Company. Further, neither do we have any exclusive agents, dealers, distributors nor have we entered into any agreements with any of the market intermediaries for selling or marketing our services. If there occurs any change in the market conditions, requirements of our customers, or if we fail to identify and understand evolving industry trends, preferences or fail to meet our customers’ demands, it might have a direct impact on our revenue and customer base. The inability to procure new orders on a regular basis or at all may adversely affect our business, revenues, cash flows and operations.

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

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

However, the industry has the potential to experience significant growth in the coming years. It has a wide range of application across various industries, including agriculture, construction, surveying, photography, and delivery

services, among others. However, if the industry does not experience significant growth, it could limit the potential for businesses to achieve their anticipated level of growth.

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

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

Our business may be at risk of cyber-attacks, data theft, malicious intrusion, and viruses targeting the software we market and sell and our troubleshooting service abilities. Our Company is engaged in the business reselling GIS software and photogrammetry software. We are also engaged in the business of data acquisition and processing through GIS and Metashape software. Furthermore, we also provide services in the form of training, demonstration and trials and Drone as a Service. Our GIS and Metashape software, drones and the software used by our Company are susceptible to cyber attacks and intrusion in our software and systems. These products are deployed in high-security surveillance activities involving sensitive and confidential data, and any hacking of our software or UAVs used by us, could lead to the leakage of such data, adversely impacting the internal and external security of our customers' jurisdictions. However, our software and UAVs can be hacked by intercepting signals between UAVs and the persons controlling it. The critical targets in our system vulnerable to cyber-attacks or security breach are our UAV, software, and integrating applications. Such attacks may cause equipment failures or disrupt our operations and result in significant expenses or loss of market share. A failure to protect sensitive information may lead to reputational damage, and any future incident could adversely affect our operations, services, intellectual property, financial condition, and competitive advantages. However, we have not experienced any situation in the past where our software and UAVs were hacked. Although we aim to minimize cyber threats, we cannot assure that we will not encounter them.

4. *We may not be able to offer drone related services, such as demonstration, trials and training during the monsoon season, due to the increased risk of damage to our equipment and potential safety hazards. As a result, extended monsoons can directly impact our revenue from operations.*

Drones, like most electronic devices, are vulnerable to damage from water and moisture. Excessive moisture can interfere with their proper functioning. Therefore, it is common to limit drone operations during rainy seasons to avoid costly repairs or replacements. Operating drones in rainy conditions can be risky as water can damage the motors, batteries, and electronics of the drone, which can cause accidents or malfunctions. Additionally, flying drones in the rain can be difficult as precipitation can interfere with the drone's sensors, causing it to lose its position or orientation. To avoid these risks, many drone manufacturers and customers, would prefer obtaining training, demonstration and trials during dry season when the weather is more predictable and the risk of damage to their equipment is lower. This may mean that our Company could use drone services, limited to demonstration, trials, etc., to generate revenue only for 9 to 10 months out of the year, depending on the local climate and weather patterns. While this limitation may have a direct impact on revenue, it is a necessary trade-off to ensure the longevity of the drones and the safety of the operators and those around them.

5. *We are dependent on trained and qualified pilots, trainers and engineers and the loss of, or our inability to hire, retain, train, and motivate qualified pilots, trainers and engineers could adversely affect our business, results of operations and financial condition.*

Our ability to compete in the highly competitive UAV industry depends upon our ability to attract, motivate, and retain qualified pilots and engineers. Our drone services, including DaaS, demonstration, trials, training, repair and maintenance, is highly dependent upon our pilots, trainers and engineers. All of our pilots, trainers and engineers are at-will employees and may terminate their employment relationship with us at any time. The loss of the services of our pilots, trainers and engineers and any of our other executive officers, and our inability to find suitable replacements, could result in a decline in sales, delays in product development, and harm to our business and operations. At times, we have experienced, and we may continue to experience, difficulty in hiring and retaining personnel with appropriate qualifications, and we may not be able to fill positions in a timely manner or at all or may need to implement measures such as salary cuts due to external reasons. We cannot guarantee that we will be able to recruit and retain qualified and capable pilots, trainers and engineers.

In addition, our recruiting personnel, methodology, and approach may need to be altered to address a changing candidate pool and profile. We may incur significant costs to attract and recruit skilled personnel, and we may lose

new personnel to our competitors or other UAV companies before we realise the benefit of our investment in recruiting and training them. As we move into new geographies, we will need to attract and recruit skilled personnel in those geographic areas, but it may be challenging for us to compete with traditional local employers in these regions for talent. If we fail to attract new pilots, trainers and engineers or fail to retain and motivate our current personnel who are capable of meeting our growing technical, operational, and managerial requirements on a timely basis or at all, our business may be harmed.

Our success depends on our ability to effectively source and staff qualified and experienced pilots, trainers and engineers with the right mix of skills and experience to perform services for our customers, including our ability to transition personnel to new assignments on a timely basis. If we are unable to effectively utilise our personnel on a timely basis to fulfil the needs of our customers, our business could suffer.

- 6. *The commercial success of our services depends to a large extent on the success of the end use customers and our vendors. If there is any downturn in the industries in which the customers and vendors operate, it could have a material adverse effect on our business, financial condition and results of operations.***

Our Company is engaged in the business of offering diverse services in the drone ecosystem. Our services range from geographic information system, photogrammetry, drone distribution, training and maintenance and processing of drone data. The success of our business operations is dependent upon the success of the business of our vendors, namely Blue Marble Geographics, Avenza Systems INC and Agisoft LLC, Russia and ideaForge. Further, we resell the products of our vendors to various end users who are engaged in various industries, such as industrial inspections, renewable energy segment, mining, infrastructure sector, agriculture, security surveillance, etc. Therefore, the commercial success of our business is highly dependent on the commercial viability and success of our customers/vendors. Any downturn in the industries in which our vendors operate or the demand of the products or services of our vendors and end use customers, could have a direct impact on the demand of our services and our business operations. Any disturbance in the industry in which our vendors and customers operate could adversely impact our business due to our high dependence on our vendors and customers. Alternatively, in the event our vendors and customers are able to devise an in-house distribution and reselling unit, or if our customers are able to find a cheaper alternative for our services, it may conversely result in a reduction in the demand of our services and have a material adverse effect on our business, financial condition and results of operations.

- 7. *Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

We have experienced negative cash flows in the past which have been set out below:

Particulars	(₹ in lakhs)		
	March 31, 2024	March 31, 2023	March 31, 2022
Net cash flow used in operating activities	157.46	87.62	35.55
Net cash flow used in investing activities	(605.65)	(30.84)	(39.66)
Net cash flow used in financing activities	630.31	37.42	(18.48)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents. Any negative cash flow in future could adversely affect our operations and financial conditions and the trading price of our Equity Shares. For further details, please refer “*Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 190 and 191, respectively.

- 8. *There can be no assurance that the objects of the Offer will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the plan for deployment of the Net Proceeds has not been appraised by any bank or financial institution.***

Our Company intends to use approximately ₹ 2,817.72 lakhs of the Net Proceeds towards (i) Investment in infrastructure for Drone as a Service (DaaS) and Drone services projects; (ii) Import of Hydrogen Fuel Cell powered Logistics Drones; and (iii) Purchase of Agriculture Drones. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter se allocation across various heads, as disclosed in the section titled “*Objects of the Offer*” on page 69. Further, the plans for deployment of the Net Proceeds are in accordance with our management’s estimates and have not been appraised by any bank, financial institution or any other external agency.

Our Company may have to revise its management estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations and consequently its requirements may change.

In case of any shortfall of the proceeds raised from this Offer, there can be no assurance that we will be able to raise the funds through other sources to meet our obligations of meeting equity contribution for our proposed objects. In case of shortfall in the proceeds of this Offer which are to be utilized for meeting the objects of the Offer, the shortfall will be met by such means as are available to our Company at such future time and at the discretion of the management, including by way of cash available with us or by any other means permissible under law. We cannot assure that we will be able to arrange for adequate cash or will be able to procure further loans to meet the funding requirements. Any failure to meet the additional funding requirements will have a material adverse effect on the implementation of the objects of the Offer.

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

9. *We intend to utilise a portion of the Net Proceeds for funding purchase of various types of UAVs of our Company. We are yet to place orders for such UAVs.*

Our Company intends to utilise a portion of the Net Proceeds towards purchasing various types of UAVs, such as hydrogen fuel cell powered logistics drones and agricultural drones. Our Company is engaged in the business of offering diverse services in the drone ecosystem. Our services range from geographic information system, photogrammetry, drone distribution, training and maintenance and processing of drone data. We are proposing to diversify our products portfolio by importing the aforementioned drones and reselling them domestically. We also wish to introduce long range logistics drones in India specifically for medical supplies and agricultural drones for fertilizer spraying. Such drones can be extremely useful for defense forces and for the agricultural sector.

Our Company has also obtained third party quotations for purchasing UAVs, however we are yet to place orders worth ₹ 2,817.72 lakhs, for purchase of such material. Further, the cost of drones is based on the quotations received from suppliers and such quotations are subject to change due to various factors such as, change in supplier of material, change in the government regulation and policies, change in management's view of desirability of the current plans, possible cost overruns, etc. Since, our Company has not yet placed orders for the said drones, we cannot assure that we will be able to procure the same in a timely manner and at the same price at which the quotations have been received. Delay in procurement of the same can compel our Company to buy such drones at a higher price, thus causing the budgeted cost to vary. As a result, our business, financial condition, results of operations and prospects could be materially and adversely affected.

10. *If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results of operations and financial condition.*

We require certain statutory and regulatory licenses, registrations and approvals to operate our business some of which are granted for a fixed period of time and need to be renewed from time to time. Further, in future, we may also be required to obtain new licenses, registrations and approvals for any proposed operations, including any expansion of existing operations. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals in a timely manner or at all. For instance, our Company has made applications for changing its name from 'Schnell Drone Technologies Private Limited' to 'Schnell Drone Technologies Limited', however, we cannot assure you that such licenses will be granted or renewed in time or at all. Further, these licenses, registrations and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. We may be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. Further, our Company will be responsible for bearing any and all liabilities arising out of this non-compliance. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues and operations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company's operations and may have a material adverse effect on our business. For further details on the licenses obtained by our Company and

licenses for which renewal applications have been made, kindly refer the chapter titled “Government and Other Approvals” beginning on page 241 of this Draft Prospectus.

11. Our Registered Office is located on premises which are not owned by us and has been obtained on leave and license basis. Disruption of our rights as licensee or termination of the agreements with our licensors would adversely impact our operations and, consequently, our business, financial condition and results of operations.

As on the date of this Draft Prospectus, our Registered Office is located on premises taken on leave and license basis from third parties. There can be no assurance that our Company will be able to successfully renew the said leave and license agreement in a timely manner or at all or on terms favourable to us. Further, there can be no assurance that we will not face any disruption of our rights as a licensee and that the leave and license agreement will not be terminated prematurely by the licensor. Any such non-renewal or early termination or any disruption of our rights as licensee will adversely affect our business, financial conditions and results of operations. For further details, see “Our Business – Properties” on page 153.

12. There have been instances of delays in filings of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 2013 to RoC.

In the past, there have been certain instances of delays in filing statutory forms which have been subsequently filed by payment of an additional fee as specified by RoC. Further, our Company had inadvertently failed to attach the deed of mortgage executed with ICICI Bank Limited for creating exclusive charge on the immovable property of our Company in Form CHG-1 filed for registering the charge for the loan availed by the bank. Our Company has filed the deed of mortgage separately with the RoC, in order to ensure compliance with the provisions of the Companies Act, 2013.

No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

13. If we are unable to attract new clients or our existing clients do not renew their contract, the growth of our business and cash flows will be adversely affected.

Our top five customers contributed approximately 65.35% of our revenue from operations based on Restated Financial Statements for the year ended March 31, 2024. The contribution of our top 5 customers are as under:

(₹ in lacs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 customers	702.56	65.35%	285.78	32.55%	224.64	40.90%

To increase our revenue and cash flows, we must regularly add new clients. If we are unable to generate sufficient sales leads through our marketing programs, or if our existing or new clients do not perceive our services to be of sufficiently high value and quality, we may not be able to increase sales and our operating results would be adversely affected. In addition, our existing clients have no obligation to repeat orders / offer new projects to us due to various factors including clients satisfaction with our services, collection of data and information as desired by our clients, our prices and the prices of competing service providers. If we fail to achieve repetitive projects from existing clients or to add new clients, our operating results will suffer, and our revenue growth, cash flows and profitability may be materially and adversely affected.

To sustain or increase our revenue, we must add new customers and encourage existing customers to allocate a greater portion of their marketing spend to us. As our industry matures and competitors introduce lower cost or differentiated products or services, our ability to sell our solution could be impaired. Even after a successful marketing campaign or series of campaigns with an existing customer, we frequently must compete to win further business from that customer. If we are unable to attract new customers or obtain new business from existing customers, our revenue, growth and business will be adversely affected.

14. We may be unable to respond to changes in consumer demands and market trends in a timely manner.

Our success depends on our ability to identify, originate and define service and market trends by anticipating, gauging and reacting to rapidly changing consumer demands in a timely manner. Our drone and technological strategies must also appeal to a broad range of customers whose preferences may vary significantly across regions and cannot be predicted with certainty. We cannot assure you that the demand for our services with our vendors and end use consumers will continue to grow or that we will be able to continue to develop our technical expertise or meet rapidly changing consumer demands in the future. If we misjudge the market or fail to anticipate a shift in consumer preferences, we may be faced with a reduction in revenues. Any inability to respond to changes in consumer demands and market trends in a timely manner could have a material adverse effect on our business, financial condition and results of operations.

15. There are outstanding litigations involving our Directors and our Promoters which, if determined adversely, may affect our business and financial condition.

As on the date of this Draft Prospectus, our Promoters and Directors are involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and/or severally from us and/or other parties, as the case may be. We cannot assure you that these legal proceedings will be decided in favour of our Promoters or Directors or that no further liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.

A summary of the pending litigations involving our Directors and our Promoters is provided below:

a) Litigations involving our Directors

i) Cases filed against our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters*	3	1.31
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

**These matters relate to Bhushan Sharad Khomane and Satyawan Balwant Jadhav*

ii) Cases filed by our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

b) Litigations involving our Promoters

i) Cases filed against our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters*	3	1.31
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

**These matters relate to Bhushan Sharad Khomane and Satyawan Balwant Jadhav*

ii) *Cases filed by our Promoters:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

For further details, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” beginning on Page No. 237 of this Draft Prospectus.

16. *Any delays and/or defaults in payments could result in increase of working capital investment and/or reduction of our Company’s profits, thereby affecting our operation and financial condition.*

We are exposed to payment delays and/or defaults by our customers. Our financial position and financial performance are dependent on the creditworthiness of our customers. Such delays in payments may require our Company to make a working capital investment. We cannot assure you that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. If a customer defaults in making its payments on an order on which our Company has devoted significant resources, or if an order in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company’s results of operations and financial condition. There is no guarantee on the timeliness of all or any part of our customers’ payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

17. *Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.*

Our business requires a significant amount of working capital. In the event, we are unable to source the required amount of working capital for addressing an increased demand of our services, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our services. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.


Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments on the services, on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we take provisions for bad debts, including those arising from such defaults based primarily on ageing and other factors such as special circumstances relating to special customers. There can be no assurance that such payments will be remitted by our clients to us on a timely basis or that we will be able to effectively manage the level of bad debt arising from defaults. We may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, adverse political conditions, foreign exchange risks and liability claims.

All of these factors may result in increase in the amount of receivables and short-term borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

- 18. We are highly dependent on technology in carrying out our business activities and it forms an integral part of our business. If we face failure of our technology software, we may not be able to compete effectively which may result in lower revenue, higher costs and would adversely affect our business and results of operations.**

Our continued growth depends on the ability of our existing and potential customers to access the software and technology we resell. Further, we are also dependent upon technology for data processing using GIS and Metashape software. We have in the past and may in the future experience disruptions, outages and other performance problems with our technology software due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints or other security-related incidents. We cannot assure you that we will be able to respond to such instances in a timely and effective manner or identify the cause or causes of these performance problems immediately or in short order. We may also not be able to maintain the level of service uptime and performance required by our customers, especially during peak usage times and as our offerings become more complex and our user traffic increases. Frequent or persistent interruptions in our products and services could cause customers to believe that our products and services are unreliable, leading them to switch to our competitors or to otherwise avoid our products and services. The adverse effects of any service interruptions on our reputation and financial condition may be disproportionately heightened due to the nature of our business and the fact that our customers expect continuous and uninterrupted access to our offerings and have a low tolerance for interruptions of any duration. Since our customers rely on our offerings to provide and secure access to their IT infrastructures and to support customer-facing applications, any interruption of our software would impair the ability of our customers to operate their businesses, which would negatively impact our brand, reputation and customer satisfaction.

- 19. Our Company has applied for registration of certain trademarks in its name. Until such registrations are granted, our Company may not be able to prevent unauthorised use of such trademarks by third parties, which may lead to the dilution of our goodwill.**

We rely on our registered trademark to establish and protect our rights in our intellectual property. We are registered a trademark for  protecting our logo ‘ ’. For further details see “Our Business – Intellectual Property” on page 153. An intellectual property registration granted to us may not be sufficient to protect our intellectual property rights. We may not be able to prevent infringement of our trademarks. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. Further, if we do not maintain our brand identity, which is an important factor that differentiates us from our competitors, we may not be able to maintain our competitive edge. If we are unable to compete successfully, we could lose our customers, which would negatively affect our financial performance and profitability.

Further, the defence of intellectual property suits and related legal and administrative proceedings can be both costly and time-consuming and may significantly divert the efforts and resources of our technical and management personnel. We may not achieve a favourable outcome in any such litigation. While we have not experienced any instances of infringement of intellectual property or related litigation in the past three Fiscals, there is no assurance that such instances will not occur in the future and if any claim is adversely determined against us in any of such potential litigation or proceedings, we could be subject to significant liability to third parties. We could further be subject to injunctions prohibiting the production or sale of our products. Protracted litigation could also result in our existing or potential customers deferring or limiting their purchase or use of our products until resolution of such litigation. Regardless of their merits, such claims could materially and adversely affect our relationships with current or future customers, result in costly litigation, delay or disrupt supply of products, divert management’s attention and resources, subject us to significant liabilities, or require us to cease certain activities.

- 20. We operate in a competitive business environment and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.**

The industries in which we operate are competitive with both organized and unorganized markets. We may be unable to compete with the prices and services offered by our competitors. We may have to compete with new players who enter the market and are able to offer competing services. Our competitors may have access to greater financial, research and development, marketing, distribution and other resources and more experience in obtaining the relevant regulatory approvals. Increasing competition may result in pricing pressures and

decreasing profit margins or loss of market share or failure to improve our market position, any of which could substantially harm our business and results of operations. We cannot assure you that we will be able to compete with our existing as well as future competitors as well as the prices and payment terms of our services. Our failure to successfully face existing and future competitors may have an adverse impact on our business, growth and development.

Further, some of our competitors may be larger than we are or develop alliances to compete against us and may have greater resources, market presence and geographic reach and have services with better brand recognition than ours. As a result, our competitors may be able to withstand industry downturns better than us or provide customers with services at more competitive prices. Consequently, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition. We cannot assure you that we will be able to maintain our existing market share. Our competitors may significantly increase their marketing expenses to promote their brands, which may require us to similarly increase our marketing expenses and engage in effective pricing strategies, which we may not be able to pass on to our customers which in turn may have an adverse effect on our business, results of operations and financial condition.

21. *Our Promoters, Directors, Key Managerial Personnel and Senior Management have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.*

Our Promoters, Directors, Key Managerial Personnel and Senior Management, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Directors, Key Managerial Personnel and Senior Management may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details please refer to the paragraphs titled — “*Interest of our Directors*” in the chapter titled — “*Our Management*”, the paragraphs titled — “*Interest of our Promoters and Other Interests and Disclosures*” in the chapter titled — “*Our Promoters and Promoter Group*”, “*Financial Indebtedness*” and “*Restated Financial Information*” on pages 134, 146, 232 and 190, respectively of this Draft Prospectus.

There can be no assurance that our Promoters, Directors, Key Managerial Personnel and Senior Management will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

22. *Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.*

Upon completion of this Offer, our Promoters and members of our Promoter Group will collectively hold not less than [●]% of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders’ approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company’s best interest. The interests of our Promoters could conflict with the interests of our other equity shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

23. *The average cost of acquisition of Equity Shares held by our Promoters could be lower than the Offer Price.*

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Offer Price which is proposed to be determined through fixed price mechanism. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled "*Capital Structure*" on page 60 of this Draft Prospectus.

24. *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.

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

As of March 31, 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. For further details, please refer to the chapter titled — "*Restated Financial Information*" at page 151.

While we believe that all our related party transactions have been conducted on an arm's length basis, and we confirm that the related party transactions entered into by the company are in compliance with the relevant provisions of Companies Act and other applicable laws, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. 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.

26. *If we fail to offer high quality support, our business and reputation could suffer. Further, we may be held accountable for quality lapses in the products of our vendors and customers.*

Our Company is engaged in the business of offering diverse services in the drone ecosystem. Our services range from geographic information system, photogrammetry, drone distribution, training and maintenance and processing of drone data. While we are resellers of the software and drones procured from our vendors, we are also engaged in the business of offering technical support on the products sold by us. We also offer drone services, which include, repair and maintenance, demonstration and trials, training and DaaS. We believe that a high level of end customer support is critical for the our business operations and for offering quality services to our vendors as well as for retaining our existing customers and vendors. If we fail to provide accurate technical assistance or otherwise succeed in helping our users resolve issues related to the use of our products and software, our end use customers may not opt for renewal of the software license or approach us for their products needs and requirements, thereby leading to loss of our vendors.

Further, we may also be held liable for quality lapses of our vendors. For instance, we may be implicated for the quality lapses in the software and drones sold by us to the end use customers. There have been instances in the past, wherein we were implicated in legal proceedings involving our vendors on account of mishaps in the products sold by us. Occurrence of any such instances in the future, could adversely impact our brand value and results of operations.

While our Company provide technical and installation support, our users are ultimately responsible for effectively using the solutions marketed by us and for ensuring that their IT staff is properly trained in the use of our solutions. The failure of end users to correctly use the software and drones sold by us or our failure to effectively assist users in installing our solutions and providing effective ongoing support, may result in an increase in the vulnerability of our users' IT systems and sensitive business data. Additionally, if our vendors do not effectively provide support to the satisfaction of the end users, we may be required to provide support to

such users, which would require us to invest in additional personnel and systems, which requires significant time and resources. Accordingly, our failure to provide satisfactory maintenance and technical support services could have a material and adverse effect on our business, results of operations and cash flows.

27. *Our Promoters have extended personal guarantees with respect to the loan facilities availed by our Company. Revocation of any or all of these personal guarantees may adversely affect our business operations and financial condition.*

Our Promoters have extended personal guarantees to secure the loans availed by our Company. In the event any of these guarantees are revoked, our lenders may require us to furnish alternate guarantees or may demand a repayment of the outstanding amounts under the said facilities sanctioned or may even terminate the facilities sanctioned to us. There can be no assurance that our Company will be able to arrange such alternative guarantees in a timely manner or at all. If the guarantees is invoked, the ability of our Company to continue its business operations could be adversely affected. Further, if our lenders enforce any of the restrictive covenants or exercise their options under the relevant debt financing arrangement, our operations and use of assets may be significantly hampered and lenders may demand the payment of the entire outstanding amount and this in turn may also affect our further borrowing abilities thereby adversely affecting our business and operations. For further details please refer to the chapter titled “*Financial Indebtedness*” on page 232 of this Draft Prospectus.

28. *Our agreements with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.*

We have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to directors, repaying unsecured loans from third parties, undertake guarantee obligations on behalf of any other borrower, which require our Company to obtain prior approval of the lenders for any of the above activities. We cannot assure you that our lenders will provide us with these approvals in the future. For details of these restrictive covenants, please refer to chapter titled — “*Financial Indebtedness*” on page 232 of this Draft Prospectus.

Further, some of our financing arrangements include covenants to maintain our total outside liabilities and total net worth up to a certain limit and certain other liquidity ratios. We cannot assure prospective investors that such covenants will not hinder our business development and growth in the future. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. Defaults under one or more of our Company’s financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition.

It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Further we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest.

29. *In addition to our existing indebtedness for our existing operations, we may incur further indebtedness during the course of business. We cannot assure that we would be able to service our existing and/ or additional indebtedness.*

As on July 31, 2024 our Company’s total outstanding secured loans are ₹ 65.87 lacs. In addition to the indebtedness for our existing operations, we may incur further indebtedness during the course of our business. We cannot assure you that we will be able to obtain further loans at favorable 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.

Any failure to service our indebtedness 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 — “*Financial Indebtedness*” on page 232 of this Draft Prospectus.

- 30. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Further, we have not identified any alternate source of financing the ‘Objects of the Offer’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “*Objects of the Offer*” beginning on page 69 of this Draft Prospectus.

- 31. *Our success largely depends upon the knowledge and experience of our Promoters, Directors, our Key Managerial Personnel and our Senior Management. Loss of any of our Directors and key managerial personnel or our ability to attract and retain them could adversely affect our business, operations and financial condition.***

The growth and success of our Company’s future significantly depends upon the experience of our Promoters and continued services and the management skills of our Senior Management and our Key Managerial Personnel and the guidance of our Promoters and Directors for development of business strategies, monitoring its successful implementation and meeting future challenges. We believe the expertise, experience and continued efforts of our Key Managerial Personnel and their inputs are valuable to for the operations of our Company. Our future success and growth depend largely on our ability to attract, motivate and retain the continued service of our highly skilled management personnel. Our Company has never been faced with a challenge of high rate of attrition of our Key Management Personnel and Senior Management in the past, however, any attrition of our experienced Key Managerial Personnel and Senior Management, would adversely impact our growth strategy. We cannot assure you that we will be successful in recruiting and retaining a sufficient number of personnel with the requisite skills to replace those Key Managerial Personnel and Senior Management who leave. In the event we are unable to motivate and retain our Key Managerial Personnel and Senior Management and thereby lose the services of our highly skilled Key Managerial Personnel and Senior Management may adversely affect the operations, financial condition and profitability of our Company and thereby hampering and adversely affecting our ability to expand our business. For further details on our Directors and Key Managerial Personnel, please refer to the chapter titled — “*Our Management*” on page 134 of this Draft Prospectus.

- 32. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us.***

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our movable and immovable properties. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information, kindly refer the chapter titled “*Financial Indebtedness*” beginning on page 232 of this Draft Prospectus.

- 33. *Relevant copies of documents in relation to the education qualifications and experience of our Independent Director, Anjani Kumar Agarwal, are not traceable.***

Relevant copies of documents in relation to the educational qualifications and experience of our Independent Director, Anjani Kumar Agarwal are not traceable. The information included in the section are based on the affidavits obtained from the Directors. Consequently, we or the Lead Manager cannot assure you that such information in relation to the particular Promoters and Directors are true and correct and you should not place undue reliance on the experience and qualification of our management included in this Draft Prospectus.

34. *The deployment of funds raised through this Offer shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.*

Since the Offer size is less than ₹ 10,000 lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Offer. The deployment of funds raised through this Offer, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials.

35. *Our Company will not receive any proceeds from the Offer for Sale portion.*

The Offer comprises an Offer for Sale aggregating up to ₹ [•] lakhs. Our Company will not receive any proceeds of the Offer for Sale portion. The expenses of the Selling Shareholders will, at the outset, be borne by our Company and each Selling Shareholder will reimburse our Company for such expenses (inclusive of taxes) incurred by our Company on behalf of such Selling Shareholders, in relation to the Offer in the manner as prescribed under applicable law and in a manner as may be mutually agreed among our Company and the Selling Shareholders. However, in the event that the Offer is withdrawn or not completed for any reason whatsoever, all the Offer related expenses will be borne by our Company, subject to applicable law and except as may be prescribed by the SEBI or any other regulatory authority.

36. *Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.*

Our Company intends to use approximately ₹ 2,817.72 lakhs of the Net Proceeds towards (i) Investment in infrastructure for Drone as a Service (DaaS) and Drone services projects ; (ii) Import of Hydrogen Fuel Cell powered Logistics Drones; and (iii) Purchase of Agriculture Drones. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter se allocation across various heads, as disclosed in the section titled "Objects of the Offer" on page 69.

In case of any exigencies arising out of business conditions, economic conditions, competition or other factors beyond our control which adversely affect our business, we may require to use the Net Proceeds to meet any other expenditure or fund which expenditure cannot be determined with certainty as on the date of this Draft Prospectus. In terms of Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances requiring us to undertake variation in the utilisation of the Net Proceeds disclosed in the Draft Prospectus, we cannot assure that we will 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 required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Offer. Additionally, the requirement on 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 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.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in the Draft Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

37. *The requirement of funds in relation to the objects of the Offer has not been appraised.*

We intend to use the proceeds of the Offer for the purposes described in the section titled “*Objects of the Offer*” on page 69. The objects of the Offer have not been appraised by any bank or financial institution. These are based on management estimates and current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of the industry, we may have to revise our management estimates from time to time and consequently our funding requirements may also change. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials.

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

Our operations are subject to inherent risks and hazards which may adversely impact our profitability, such as breakdown, malfunctions, sub-standard performance, fire, riots, third party liability claims, etc. Presently, our Company has availed car insurance policies for insuring vehicles owned by us, general insurances for insuring properties owned by us and group personal accident policy for insuring our employees. There are many events that could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which in turn may expose us to certain risks and liabilities. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance had been availed. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part, or on time. If we were to incur a significant liability for which we were not fully insured, it could adversely affect our results of operations and financial position.

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

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. 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 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 also. For further details, please refer to the chapter titled “*Dividend Policy*” on page 150 of this Draft Prospectus.

40. *We have not independently verified certain data in this Draft Prospectus.*

We have not independently verified data from the industry and related data contained in this Draft Prospectus. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

42. *The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares.*

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Although we currently intend that the Equity Shares will remain listed on the Stock Exchanges, there is no guarantee of the continued listing of the Equity Shares. Failure to maintain our listing on the Stock Exchanges or other securities markets could adversely affect the market value of the Equity Shares.

The Offer Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. You may not be able to resell your Equity Shares at a price that is attractive to you.

43. *There is no guarantee that the Equity Shares issued pursuant to the Offer will be listed on the SME Platform of National Stock Exchange of India Limited in a timely manner or at all.*

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuance of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of National Stock Exchange of India Limited due to delay in submission of required documents/ completion of formalities/compliance with required laws by the issuer. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

44. *There is no existing market for our Equity Shares, and we do not know if one will develop to provide you with adequate liquidity. Further, an active trading market for the Equity Shares may not develop and the price of the Equity Shares may be volatile.*

An active public trading market for the Equity Shares may not develop or, if it develops, may not be maintained after the Offer. Our Company, in consultation with the lead manager, will determine the Offer Price. The Offer Price may be higher than the trading price of our Equity Shares following this Offer. As a result, investors may not be able to sell their Equity Shares at or above the Offer Price or at the time that they would like to sell. The trading price of the Equity Shares after the Offer may be subject to significant fluctuations in response to factors such as, variations in our results of operations, market conditions specific to the sectors in which we operate economic conditions of India and volatility of the securities markets elsewhere in the world.

45. *The price of the Equity Shares may be highly volatile after the Offer.*

The price of the Equity Shares on the Indian stock exchanges may fluctuate after this Offer as a result of several factors, including, volatility in the Indian and global securities market; our operations and performance;

performance of our competitors and the perception in the market about investments in the our industry; adverse media reports on us or the industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India’s economic liberalization and deregulation policies; and significant developments in India’s fiscal and environmental regulations. There can be no assurance that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

46. *You will not be able to sell immediately on the Stock Exchanges any of the Equity Shares you purchase in the Offer.*

The Equity Shares will be listed on the Emerge Platform of National Stock Exchange of India Limited. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Upon receipt of final approval from the Stock Exchanges, trading in the Equity Shares is to commence within three (03) working days of the date of closure of the Offer or such other time as may be prescribed by SEBI. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the previous requirement of 6 working days (T+6 days); ‘T’ being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timeline provided under the aforementioned circular.

We cannot assure that the Equity Shares will be credited to investors’ demat accounts, or that trading in the Equity Shares will commence, within the time period prescribed by law. Further, there can be no assurance that the Equity Shares to be Allotted pursuant to this Offer will be listed on the Stock Exchanges in a timely manner or at all.

47. *There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder’s ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.*

Our listed Equity Shares will be subject to a daily “circuit breaker” imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on the Equity Shares’ circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

48. *The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Offer.*

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts’ estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the industries in which we operate;
- adverse media reports about us or the industries in which we operate;

- significant developments in India’s economic liberalisation and deregulation policies;
- significant developments in India’s fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

Indian stock exchanges, including the Stock Exchanges, have experienced substantial fluctuations in the prices of listed securities and problems such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. The governing bodies of Indian stock exchanges have also, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, disputes have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. If such or similar problems were to continue or recur, they could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares.

49. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoters Group may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through further issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

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

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

EXTERNAL RISK FACTORS

51. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax (“GST”) regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the amendment of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2024 and the Ministry of Finance has notified the Finance Act, 2023 (“**Finance Act**”). There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition and results of operations. Unfavorable changes in or interpretations of existing, or the promulgation

of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has, in a decision clarified the components of basic wages, which need to be considered by companies while making provident fund payments. Our Company has not made relevant provisions for the same, as on date. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Further, the Personal Data Protection Bill, 2019 (“**PDP Bill**”) was introduced to propose a legal framework governing the processing of personal data. However, the PDP Bill has been withdrawn on August 3, 2022 and the Ministry of Electronics and Information Technology, Government of India (“**MoEIT**”) has submitted a new Digital Personal Data Protection Bill, 2022 before the Parliament.

We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

52. *Our business is substantially affected by prevailing economic conditions in India.*

We perform all of our activities in India, and the predominant portions of our customers are Indian nationals. As a result, we are highly dependent on prevailing economic conditions in India and our results of operation are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, include:

- any increase in Indian interest rates or inflation;
- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India’s present tax, trade, fiscal or monetary policies;
- natural disasters, political instability, communal disturbances, riots, civil unrest, terrorism or military conflict in India or in countries in the region or globally, including in India’s various neighboring countries; and
- prevailing national, regional or global economic conditions, including in India’s principal export markets.

In addition to the factors set forth above, our business may be affected by adverse changes specific to the industries in which we operate.

53. *Foreign investors are subject to foreign investment restrictions under Indian law.*

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

54. *Any downgrading of India’s debt rating by an independent agency may harm our ability to raise financing.*

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

55. *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.

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

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

57. Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.

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

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

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

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SECTION III – INTRODUCTION

THE OFFER

Following table summarizes the present Offer in terms of this Draft Prospectus:

Particulars	Details of Equity Shares
Equity Shares Offered through Public Offer^{1) 2)}	Upto 36,51,000 Equity Shares of face value of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ [●]/- per Equity Share aggregating to ₹ [●] lacs. ²⁾
The Offer Consists of :	
Fresh Issue	Upto 33,00,000 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs.
Offer for sale³⁾	Offer for sale by the of upto 3,51,000 equity shares of ₹ 10 each at a price of ₹ [●] per equity share aggregating to ₹ [●] lakhs.
of which:	
Market Maker Reservation Portion	Offer of [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share aggregating ₹ [●] lakhs
Net Offer to Public ⁴⁾	Offer of [●] Equity Shares having face value of ₹10 each at a price of ₹ [●]/- per Equity Share aggregating ₹ [●] lakhs
	<i>of which:</i>
	[●] Equity Shares having face value of ₹10 each at a price of ₹ [●]/- per Equity Share aggregating ₹ [●] lakhs will be available for allocation to Retail Individual Investors
	[●] Equity Shares having face value of ₹10 each at a price of ₹ [●]/- per Equity Share aggregating ₹ [●] lakhs will be available for allocation to other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
Pre and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	97,82,196 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net proceeds of this Offer	Please refer the chapter titled “ <i>Objects of the Offer</i> ” on page 78 of this Draft Prospectus.

¹⁾ This Offer is being made in terms of Regulation 253(2) of Chapter IX of the SEBI (ICDR) Regulations. For further details, please refer to section titled “Offer Information” on page 256 of this Draft Prospectus.

²⁾ The present Offer for Sale has been authorised pursuant to a resolution passed by our Board at its meeting held on March 8, 2024 and by our Shareholders by way of a special resolution passed pursuant to Section 62(1) (c) of the Companies Act, 2013 at the EGM held on March 9, 2024 have approved the Fresh Issue of Equity Shares.

³⁾ The Selling Shareholders have consented to participate in the Offer for Sale in the following manner:

Name of the Selling Shareholders	Type	Date of Authorization Letter	Equity Shares held as of date of the Draft Prospectus	Equity Shares offered by way of Offer for Sale	% of the pre-Offer paid-up Equity Share capital
Bhushan Sharad Khomane	Promoter	March 8, 2024	32,48,148	Upto 1,17,000	33.20%
Satyawan Balwant Jadhav	Promoter	March 8, 2024	13,83,264	Upto 1,17,000	14.14%
Sharmin Sahil Inamdar	Promoter	March 8, 2024	22,09,884	Upto 1,17,000	22.59%

The Selling Shareholders have confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations, 2018 and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

⁴⁾ The allocation is the net Offer to the public category shall be made as per the requirements of Regulation 253(2) of SEBI (ICDR) Regulations, as amended from time to time:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to

(i) individual applicants other than retail individual investors and

(ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for

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

Explanation - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent of the Offer size on a proportionate basis, the retail individual investors shall be allocated that higher percentage. For further details please refer to the chapter titled "Offer Structure" beginning on page 263 of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary financial information of our Company derived from the Restated Financial Information as at and for the Financial Years ended on March 31, 2024, 2023, and 2022. The Restated Financial Information referred to above is presented under the section titled “Financial Information” on page 190. The summary financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the sections titled “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 190 and 221, respectively.

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RESTATED BALANCE SHEET
(₹ in lakhs)

PARTICULARS		As at	As at	As at
		31 March 2024	31 March 2023	31 March 2022
A)	EQUITY AND LIABILITIES			
1.	<u>Shareholders' Funds</u>			
(a)	Share capital	978.22	75.00	1.00
(b)	Reserves and surplus	161.82	34.13	61.12
	Total (A)	1,140.04	109.13	62.12
2.	<u>Non Current Liabilities</u>			
(a)	Long-term borrowings	-	-	13.09
(b)	Long-term provisions	14.58	7.74	7.11
	Total (B)	14.58	7.74	20.19
3.	<u>Current Liabilities</u>			
(a)	Short-term borrowings	(13.24)	144.77	84.95
(b)	Trade payables			
	(i) total outstanding dues of micro enterprises and small enterprises; and	-	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	66.22	77.75	45.59
(c)	Other current liabilities	33.53	74.84	25.79
(d)	Short term provisions	34.38	0.62	0.70
	Total (C)	120.89	297.98	157.03
	Total Equity and Liabilities (A+B+C)	1,275.51	414.85	239.34
B)	ASSETS			
1.	<u>Non Current Assets</u>			
(a)	Property, plant and equipment and Intangible assets			
	(i) Property, plant and equipment	17.22	17.46	22.61
		17.22	17.46	22.61
(b)	Non-current investments	110.35	110.35	110.35
(c)	Deferred tax asset (Net)	3.77	2.22	1.28
(d)	Long term loans and advances	600.00	-	-
(e)	Other non-current assets	14.23	12.19	0.50
	Total (A)	745.58	142.22	134.74
2.	<u>Current Assets</u>			
(a)	Inventories	104.63	41.68	25.68
(b)	Trade receivables	83.06	75.48	47.50
(c)	Cash and cash equivalents	281.09	98.98	4.79
(d)	Short term loans and advances	49.73	53.10	25.39
(e)	Other current assets	11.41	3.39	1.24
	Total (B)	529.93	272.63	104.60
	Total Assets (A+B)	1,275.51	414.85	239.34

RESTATED PROFIT AND LOSS
(₹ in lakhs)

PARTICULARS		For the year ended		
		31 March 2024	31 March 2023	31 March 2022
1.	Income			
(a)	Revenue from operations	1,075.03	878.09	549.22
(b)	Other income	4.98	4.54	3.46
	Total income	1,080.01	882.63	552.68
2.	Expenditure			
(a)	Purchases	332.96	673.57	391.45
(b)	Changes in stock-in-trade	(62.95)	(16.00)	(6.77)
(c)	Employee benefit expenses	240.66	87.93	92.41
(d)	Finance cost	11.47	9.32	11.25
(e)	Depreciation & amortization expense	12.14	8.77	4.30
(f)	Other expenses	236.06	50.11	26.70
	Total expenses	770.34	813.70	519.34
3.	Profit/(Loss) before exceptional and extra ordinary item (1-2)	309.67	68.93	33.34
	Exceptional items	-	-	-
4.	Profit/(Loss) before tax	309.67	68.93	33.34
5.	Tax expense:			
(a)	Tax expense for current year	78.07	22.86	10.09
(b)	Deferred tax	(1.55)	(0.94)	(0.03)
	Net current tax expenses	76.52	21.92	10.05
6.	Profit/(Loss) for the period from continuing operations (4-5)	233.15	47.01	23.28
	Earnings per share			
	Basic and Diluted [nominal value of INR 10 per share]	2.55	0.52	0.26

RESTATED CASH FLOW STATEMENT
(₹ in lakhs)

PARTICULARS	For the year ended		
	31 March, 2024	31 March, 2023	31 March, 2022
A) Cash Flow From Operating Activities :			
Net Profit before tax	309.67	68.93	33.34
Adjustment for :			
Depreciation	12.14	8.77	4.30
Interest income on fixed deposit	(2.89)	(0.49)	(0.23)
Restatement Adjustment	-	-	(2.04)
Interest paid	11.47	9.32	11.25
Operating profit before working capital changes	330.40	86.54	48.66
Changes in Working Capital			
(Increase)/Decrease in Inventories	(62.95)	(16.00)	(6.77)
(Increase)/Decrease in trade receivables	(7.59)	(27.98)	(4.44)
(Increase)/Decrease in other current assets	(8.02)	(2.15)	7.73
Increase/(Decrease) in trade payables	(11.52)	32.16	(11.11)
Increase/(Decrease) in other current liabilities	(41.31)	49.05	9.52
Increase/(Decrease) in long term provisions	6.84	0.63	0.29
Increase/(Decrease) in short term provisions	33.76	(0.08)	0.23
(Increase)/Decrease in other non current assets	(2.04)	(11.69)	(0.50)
	237.56	110.48	43.60
Direct Tax Paid	(80.11)	(22.86)	(8.05)
Cash Flow Before Extraordinary Item	157.46	87.62	35.55
Extraordinary Items			
B) Cash Flow From Investing Activities :			
Purchase/Sale of Property, Plant and Equipment	(11.91)	(3.62)	(20.35)
(Increase)/Decrease in non-current investments	-	(0.00)	(1.69)
(Increase)/Decrease in short term loans & advances	3.36	(27.71)	(17.85)
(Increase)/Decrease in long term loans & advances	(600.00)	-	-
Interest income on fixed deposit	2.89	0.49	0.23
Net cash flow from investing activities	(605.65)	(30.84)	(39.66)
C) Cash Flow From Financing Activities :			
Issue of shares	799.80	-	-
Increase/(Decrease) in long term borrowings	-	(13.09)	(16.37)
Increase/(Decrease) in short term borrowings	(158.02)	59.83	11.17
Restatement Adjustment	-	-	(2.04)
Interest Paid	(11.47)	(9.32)	(11.25)
Net cash flow from financing activities	630.31	37.42	(18.48)
Net Increase/(Decrease) In Cash & Cash Equivalents	182.11	94.19	(22.59)
Cash equivalents at the beginning of the year	98.98	4.79	27.38
Cash equivalents at the end of the year	281.08	98.98	4.79

GENERAL INFORMATION

Our Company was incorporated on March 9, 2010 as a private limited company under the name and style of ‘*Schnell Informatics Private Limited*’, under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 9, 2010 issued by the Registrar of Companies, Maharashtra at Pune. Subsequently, pursuant to a resolution passed by our Board of Directors in its meeting held on January 8, 2024, and by the Shareholders in their extraordinary general meeting held on January 13, 2024, the name of our Company was changed to ‘*Schnell Drone Technologies Private Limited*’ and a fresh certificate of incorporation dated January 30, 2024 was issued by the Registrar of Companies, Maharashtra at Pune. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in its meeting held on January 30, 2024, and by the Shareholders in an extraordinary general meeting held on January 31, 2024 and consequently the name of our Company was changed to ‘*Schnell Drone Technologies Limited*’ and a fresh certificate of incorporation dated February 5, 2024 was issued by the Registrar of Companies, Maharashtra at Pune. The corporate identification number of our Company is U72200PN2010PLC135732.

Registered Office of our Company

Schnell Drone Technologies Limited

Icon Tower Office No. 402 & 403,
S. No. 114/5/1, 115/1/1, 114/6/3, 115/2,
4th Floor, Baner Gaon,
Haveli, Pune – 411 045,
Maharashtra, India.

Telephone: +91 950 366 6660/982 312 3633

Facsimile: N.A.

E-mail: info@Schnelldronetech.com

Investor grievance id: investor.relations@schnelldronetech.com

Website: www.schnelldronetech.com

CIN: U72200PN2010PLC135732

For details in respect of change in Registered Officer of our Company, please refer to chapter titled “*History and Corporate Structure*” beginning on page 162 of this Draft Prospectus.

As on date of this Draft Prospectus, our Company does not have a corporate office.

Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Pune situated at the following address:

Registrar of Companies, Maharashtra at Pune

PCNTDA Green Building, BLOCK A,
1st & 2nd Floor, Near Akurdi Railway Station, Akurdi,
Pune – 411 044, Maharashtra, India.

Telephone : +91 202 765 1375, 202 765 1378

Facsimile: +91 202 553 0042

Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Draft Prospectus:

S. No.	Name	Designation	DIN	Address
1.	Bhushan Sharad Khomane	Chairman and Managing Director	02922158	J 103, Air Castles, Near Alard Institute Marunji Road, Marunji, Pune – 411 057, Maharashtra, India
2.	Satyawan Balwant Jadhav	Whole-time Director and Chief Technical Officer	06624235	A – 401, Sai Laxuria, Opp. Vimal Garden, Rahatani, Pune – 411 017, Maharashtra, India
3.	Sharmin Sahil Inamdar	Whole-time Director	08951269	A- 203, Jains Carlton Creek, Lanco Hills Road, Khajaguda, Next to DPS School, Manikonda, Hyderabad – 500 089, Telangana, India

4.	Shailesh Shrinivas Rathi	Non-Executive Director	05344472	SP 602, Sai Virat, Sinhagad Road, Sun City Road, Vadgaon Budruk, Anandnagar, Pune – 411 051, Maharashtra, India
5.	Pavan Joseph	Independent Director	03055599	D-405, Siciliaa Apartment, C.H.S, B.T. Kawade Road, Ghorpadi, Haveli, Pune – 411 001, Maharashtra, India
6.	Anjani Kumar Agarwal	Independent Director	00006982	Plot No. 68, AP Text Book Colony, Gunrock Enclave, Karkhana, Near Name Estate, Secunderabad, Hyderabad – 500 009, Telangana, India

For detailed profile of our Directors, please refer to the chapter titled “*Our Management*” on page 168 of the Draft Prospectus.

Chief Financial Officer

Harsha Keshav Shegokar, is the Chief Financial Officer of our Company. Her contact details are set forth hereunder.

Icon Tower Office No. 402 & 403,
S. No. 114/5/1, 115/1/1, 114/6/3, 115/2,
4th Floor, Baner Gaon,
Haveli, Pune – 411 045,
Maharashtra, India.
Telephone: +91 741 010 0251
Facsimile: N.A.
E-mail: cfo@schnelldronetech.com

Company Secretary and Compliance Officer

Saloni Umesh Munot, is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder.

Icon Tower Office No. 402 & 403,
S. No. 114/5/1, 115/1/1, 114/6/3, 115/2,
4th Floor, Baner Gaon,
Haveli, Pune – 411 045,
Maharashtra, India.
Telephone: +91 741 010 0252
Facsimile: NA
E-mail: cs@Schnelldronetech.com

Investor grievances

Investors can contact the Company Secretary and Compliance Officer, the LM 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.

All grievances relating to the Offer may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

For all Offer related queries and for redressal of complaints, investors may also write to the Lead Manager.

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

Lead Manager

Horizon Management Private Limited

19 R N Mukherjee Road,
Main Building, 2nd Floor,
Kolkata - 700 001,
West Bengal, India.

Telephone: +91 334 600 0607

Facsimile: +91 334 600 0607

E-mail: smeipo@horizon.net.co

Website: www.horizonmanagement.in

Investor grievance: investor.relations@horizon.net.co

Contact Person: Manav Goenka

SEBI Registration Number: INM000012926

Registrar to the Offer

MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area,
Phase-II New Delhi- 110 020,
Delhi, India.

Telephone: +91 112 638 7281/83, 114 132 0335

Facsimile: +91 112 638 7384

E-mail: ipo@masserv.com

Website: www.masserv.com

Investor grievance: investor@masserv.com

Contact Person: N. C. Pal

SEBI Registration No.: INR000000049

Legal Advisor to the Offer

T&S Law

Unit Number 15, Logix Technova,
Block B, Sector 132, Noida – 201 304,
Uttar Pradesh, India.

Telephone: +91 995 611 4287

Facsimile: N.A.

Email: info@tandslaw.in

Contact Person: Sagarika Kapoor

Statutory and Peer Review Auditor of our Company

Malani Somani Chandak and Associates,

Chartered Accounts

2, Dream Presidency, 1202/17E,
Apte Road, Pune – 411 004,
Maharashtra, India.

Telephone: +91 982 219 6571,

Email: mscassociates@gmail.com

Website: www.msca.co.in

Contact Person: CA Nandkishor Ramniwas Malani

Membership No.: 042589

Firm Registration No.: 119584W

Peer Review Certificate No.: 014924

Bankers to our Company

ICICI Bank Limited

Shop No. 2, Atria, Sai Prestige,
Baner Road, Pune- 411 045,

Maharashtra, India.
Telephone: +91 983 688 5858
Facsimile: N.A.
Email ID: manish.patha@icicibank.com
Website: www.icicibank.com
Contact Person: Manish Kumar Pathak
CIN: L65190GJ1994PLC021012

Banker to the Offer

The Banker(s) to the Offer shall be appointed prior to filing of the Prospectus.

Refund Bank

The Refund Bank(s) shall be appointed prior to filing of the Prospectus.

Sponsor Bank

The Sponsor Bank(s) shall be appointed prior to filing of the Prospectus.

Share Escrow Agent

The Share Escrow Agent shall be appointed prior to filing of the Prospectus.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail 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 (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.

SCSBs enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail 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 July 26, 2019, as amended.

Registered Brokers

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 Stock Exchange, at National Stock Exchange of India Limited at www.nseindia.com as updated from time to time.

Registrar and Share Transfer Agent

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the website of National Stock Exchange of India Limited at www.nseindia.com/products/content/equities/ipos/asba_procedures.htm as updated from time to time.

Collecting Depository Participants

The list of the Collecting Depository Participants (CDPs) eligible to accept 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.

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Offer.

Credit Rating

As this is an Offer of Equity Shares, credit rating is not required.

Green Shoe Option

No Green Shoe Option is applicable for this Offer.

Brokers to the Offer

All members of the recognized stock exchanges would be eligible to act as Brokers to the Offer.

Debenture Trustees

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

Monitoring Agency

As the Net Proceeds of the Offer will be less than ₹10,000 lacs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Expert Opinion

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

Our Company has received written consent dated August 16, 2024 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as a Statutory Auditor and in respect of its (i) examination report dated August 14, 2024 on our Restated Financial Information; and (ii) its report dated August 16, 2024 on the statement of special tax benefits in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

Inter-se Allocation of Responsibilities

Horizon Management Private Limited, being the sole Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Offer. Hence, a statement of inter se allocation of responsibilities is not required.

Filing

The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of the Prospectus, will also be filed with the EMERGE Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed.

A copy of the Prospectus, along with the material contracts, documents will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

Changes in Auditors during the last three years

There has not been any change in the statutory auditors of our Company during the last three years.

Offer Programme

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

Event	Indicative Date
Offer Opening Date	[•]
Offer Closing Date	[•]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [•]
Initiation of Allotment / Refunds / Unblocking of Funds ⁽¹⁾	On or about [•]
Credit of Equity Shares to demat accounts of Allottees	On or about [•]
Commencement of trading of the Equity Shares on the Stock Exchange	On or about [•]

⁽¹⁾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 Offer Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

The above timetable is indicative and does not constitute any obligation on our Company, the Selling Shareholders or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. Our Company shall follow the timeline provided under the aforementioned circular.

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Offer Period (except for the Offer Closing Date). On the Offer Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Offer Closing Date maybe extended in consultation with the LM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Offer Closing Date, Applicants are advised to submit their applications one (1) day prior to the Offer Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Offer Closing Date. Any time mentioned in this Draft Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Offer Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company, the Selling Shareholders,

nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise. In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/Offer Closing Date. Allocation to Retail Individual Applicants, in this Offer will be on a proportionate basis.

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

SEBI is in the process of streamlining and reducing the post Offer timeline for IPOs. Any circulars or notifications from SEBI after the date of the Draft Prospectus and Prospectus may result in changes to the above mentioned timelines. Further, the issue procedure is subject to change to any revised SEBI circulars to this effect.

On the Offer Closing Date, for uploading the Application Forms:

1. 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors; and
2. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by LM to the Stock Exchanges.

For further details, see “Offer Structure” and “Offer Procedure” beginning on pages 263 and 266, respectively.

Applicants should note the Offer is also subject to (i) obtaining final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

WITHDRAWAL OF THE OFFER

Our Company and the Selling Shareholders in consultation with the LM, reserve the right not to proceed with the Offer at any time before the Offer Opening Date without assigning any reason thereof.

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

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

Notwithstanding the foregoing, the Offer is subject to obtaining the final listing and trading approval of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment.

UNDERWRITING AGREEMENT

After the determination of the Offer Price, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions specified therein:

The Underwriters have indicated their intention to underwrite the following number of Equity Share:

Name, address, telephone number, Facsimile and e-mail addresses of the Underwriters	Indicative Number of Equity Shares to be Underwritten	of Amount Underwritten	(₹ in lacs)
			% of the total Offer size Underwritten
[●]	[●]	[●]	[●]

In the opinion of the Board, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI or registered as brokers with the Stock Exchange(s).

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the Selling Shareholders have entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Offer:

[●]

[●]

[●]

In accordance with Regulation 261 of the SEBI ICDR Regulations, we and the Selling Shareholders have entered into an agreement with the Lead Manager and the Market Maker (duly registered with National Stock Exchange of India Limited to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

[●], registered with EMERGE Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Offer Size (Including the [●] Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of market maker in our Company reduce to 24% of Offer Size, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
6. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Offer price.
8. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. 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.
10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in

replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

11. **Risk containment measures and monitoring for Market Maker:** EMERGE Platform of National Stock Exchange of India Limited will have all margins which are applicable on the National Stock Exchange of India Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.
12. **Punitive Action in case of default by Market Maker:** EMERGE Platform of National Stock Exchange of India Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
13. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
14. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Offer size up to ₹ 250 crores, the applicable price bands for the first day shall be:
 - a. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - b. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.
15. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

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

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.

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

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

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

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

CAPITAL STRUCTURE

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

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Offer Price
A.	Authorised Share Capital:		
	1,40,00,000 Equity Shares having face value of ₹ 10/- each	1,400.00	-
B.	Issued, Subscribed and Paid-up Share Capital before the Offer		
	97,82,196 Equity Shares having face value of ₹ 10/- each	978.22	-
C.	Present Offer in terms of this Draft Prospectus⁽¹⁾		
	Issue of upto 36,51,000 Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share	[•]	[•]
	<i>consisting of:</i>		
	Fresh Issue of upto 33,00,000 Equity Shares of face value of ₹ 10/- each at a Premium of ₹ [•] per share ⁽¹⁾	[•]	[•]
	Offer for Sale of upto 3,51,000 Equity Shares of face value of ₹ 10/- each at a Premium of ₹ [•] per share ⁽²⁾	[•]	[•]
	Which comprises:		
	[•] Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share reserved as Market Maker Portion	[•]	[•]
	Net Offer to Public of [•] Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share to the Public	[•]	[•]
	Of which⁽²⁾:		
	Up to [•] Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	[•]	[•]
	Up to [•] Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	[•]	[•]
D.	Paid-up Share Capital after the Offer		
	[•] Equity Shares of ₹ 10/- each		[•]
E.	Securities Premium Account		
	Before the Offer		Nil
	After the Offer		[•]

⁽¹⁾ The present Offer has been authorized pursuant to a resolution of our Board dated March 8, 2024 and the Fresh Issue has been authorised pursuant to a special resolution of our Shareholders at an Extra-Ordinary General Meeting dated March 9, 2024 under Section 62(1)(c) of the Companies Act, 2013.

⁽²⁾ The Offer for Sale has been authorized by the Selling Shareholder by way of their consent letter dated March 8, 2024. The details of the Equity Shares offered in the Offer for Sale have been provided below:

S. No.	Name of the Selling Shareholder	Number of Equity Shares offered	% of pre-Offer paid up Equity Share Capital
1.	Bhushan Sharad Khomane	Upto 1,17,000	1.20%
2.	Satyawan Balwant Jadhav	Upto 1,17,000	1.20%
3.	Sharmin Sahil Inamdar	Upto 1,17,000	1.20%

⁽³⁾ Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under-subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

Classes of Shares

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

Details of changes in Authorized Share Capital of our Company since incorporation

The initial authorised capital of our Company was ₹ 1,00,000 (One lakh only) divided into 10,000 Equity Shares of ₹ 10/- each. Further, the authorised share capital of our Company has been altered in the manner set forth below:

Date of Shareholder's Meeting	Particulars of Change		AGM/EGM
	From	To	
December 2, 2022	₹ 1,00,000 divided into 10,000 Equity Shares of ₹ 10 each	₹ 10,00,000 divided into 1,00,000 Equity Shares of ₹ 10 each	EGM
February 1, 2023	₹ 10,00,000 divided into 1,00,000 Equity Shares of ₹ 10 each	₹ 2,00,00,000 divided into 20,00,000 Equity Shares of ₹ 10 each	EGM
February 6, 2024	₹ 2,00,00,000 divided into 20,00,000 Equity Shares of ₹ 10 each	₹ 14,00,00,000 divided into 1,40,00,000 Equity Shares of ₹ 10 each	EGM

NOTES TO THE CAPITAL STRUCTURE

1) Share Capital History of our Company:

Equity Share Capital

The following table sets forth details of the history of paid-up Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative paid -up Capital (₹)
On Incorporation*	10,000	10	10	Cash	Subscription to Memorandum of Association ⁽¹⁾	10,000	1,00,000
March 9, 2023	7,40,000	10	N.A.	Consideration other than cash	Bonus Issue in the ratio of 74 (seventy four) bonus equity shares for every 1 (one) fully paid up Equity Share held on February 25, 2023 ⁽²⁾	7,50,000	75,00,000
January 29, 2024	65,183	10	1,227	Cash	Rights Issue in the ratio of 2:23 to shareholders holding Equity Shares on December 30, 2023 ⁽³⁾	8,15,183	81,51,830
March 8, 2024	89,67,013	10	N.A.	Consideration other than cash	Bonus Issue in the ratio of eleven (11) bonus equity shares for every one fully paid up Equity Share held on March 8, 2024 ⁽⁴⁾	97,82,196	9,78,21,960

*The MoA of our Company was signed on February 22, 2010. However, our Company was incorporated on March 9, 2010.

- (1) Subscription to the MoA by subscribing to a total of 10,000 Equity Shares by Giriraj Vijay Borge (5,000); and Bhushan Sharad Khomane (5,000).
- (2) Bonus issue of Equity Shares to Bhushan Sharad Khomane (3,70,000); Satyawar Balwant Jadhav (1,48,000); and Sharmin Sahil Inamdar (2,22,000).
- (3) Rights Issue of 65,183 Equity Shares to the following persons/ entities:

S. No.	Name of allottee	No. of shares allotted
1.	Adyant Shekhar Lilhare	325
2.	Ashish Surendra Gadewar	325
3.	Sadhana Joglekar	325
4.	Sanjay Manoharrao Bobde	325
5.	Vivek Madhukar Shirbhate	325
6.	Mahendra Kamalakar Sankhe	407
7.	Smruti Vaibhav Daramwar	407
8.	Dipali Sandeep Ghule	651
9.	Shubhangi Manoj Jadhav	814
10.	Amit Gundaal	1,222
11.	Allola Mahitha Reddy	2,037
12.	Preethi Reddy	2,037
13.	Shradha Ashwin Raghaji	2,037
14.	Aslam Allauddin Sayed	2,689
15.	Manjiri Jaideep Kulkarni	2,852
16.	Raj Vaijanath Kamble	3,359
17.	Rozzano Luxury Fashion Private Limited (through Authorized Representative Nikhil Bhandari)	8,149
18.	Shree Sensa (Joint Holders Shashank Singhania & Siddhanta Singhania)	8,149
19.	Amod Santosh Tirmanwar	6,112
20.	Shailesh Shrinivas Rathi	8,375
21.	Capacious Wealth Management LLP	12,224
22.	Ravi Purushotam Goenka	2,037

- (4) Bonus issue of 89,67,013 Equity Shares to the following persons/ entities:

S. No.	Name of allottee	No. of shares allotted
1.	Bhushan Sharad Khomane	29,77,469
2.	Satyawan Balwant Jadhav	12,67,992
3.	Sharmin Sahil Inamdar	20,25,727
4.	Prashant Ashok Khomne	1,59,500
5.	Sachin Ashok Mudliar	20,625
6.	Parag Ramsukh Rathi	4,12,500
7.	Prachi Bhushan Khomane	1,65,000
8.	Pournima Jaydeep Darekar	1,65,000
9.	Sunanda Nandkumar Pansare	41,250
10.	Hema Vasant Kulkarni	41,250
11.	Jaideep Ashokrao Kulkarni	49,500
12.	Vilas Subrao Patil	2,47,500
13.	Swati Raj Kamble	7,425
14.	Sandip Shivaji Pawar	18,524
15.	Harsha Keshav Shegokar	11,110
16.	Avinash Katakwar	8,888
17.	Khyati Satyawar Jadhav	2,47,500
18.	Tejashree Umesh Deshmukh	88,715
19.	Santoshkumar Shrikishan Tapdiya	61,743
20.	Dattaprasad Shrikishan Tapdiya	1,02,905
21.	Reetu Raina	88,715
22.	Nisha Nandkishor Lahoti	41,162
23.	Adyant Shekhar Lilhare	3,575
24.	Ashish Surendra Gadewar	3,575
25.	Sadhana Joglekar	3,575
26.	Sanjay Manoharrao Bobde	3,575
27.	Vivek Madhukar Shirbhate	3,575
28.	Mahendra Kamalakar Sankhe	4,477

<i>S. No.</i>	<i>Name of allottee</i>	<i>No. of shares allotted</i>
29.	<i>Smruti Mahendra Daramwar</i>	4,477
30.	<i>Dipali Sandeep Ghule</i>	7,161
31.	<i>Shubhangi Manoj Jadhav</i>	8,954
32.	<i>Amit Gundaal</i>	13,442
33.	<i>Allola Mahitha Reddy</i>	22,407
34.	<i>Preethi Reddy</i>	22,407
35.	<i>Shradha Ashwin Raghaji</i>	22,407
36.	<i>Aslam Allauddin Sayed</i>	29,579
37.	<i>Manjiri Jaideep Kulkarni</i>	31,372
38.	<i>Raj Vaijanath Kamble</i>	36,949
39.	<i>Rozzano Luxury Fashion Private Limited (through Authorised Representative Nikhil Bhandari)</i>	89,639
40.	<i>Shree Sensa (Joint Holders Shashank Singhania & Siddhanta Singhania)</i>	89,639
41.	<i>Amod Santosh Tirmarwar</i>	67,232
42.	<i>Shailesh Shrinivas Rathi</i>	92,125
43.	<i>Capacious Wealth Management LLP</i>	1,34,464
44.	<i>Ravi Purushotam Goenka</i>	22,407

We confirm that our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of this Drat Prospectus.

2) **Preference Share capital history of our Company**

Our Company does not have any preference share capital as on the date of this Draft Prospectus.

3) **Issue of equity shares for consideration other than cash or out of revaluation reserves and through Bonus Issue:**

Except as set out below we have not issued equity shares for consideration other than cash:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
March 9, 2023	7,40,000	10	N.A.	Bonus issue in the ratio of seventy four (74) bonus equity shares for every one fully paid up Equity Share held on February 25, 2023, authorised by our Board, pursuant to a resolution passed at its meeting held on February 2, 2023 and by our shareholders pursuant to a resolution passed at the EGM held on February 25, 2023	Nil	Bonus Issued out of free reserves
March 8, 2024	89,67,013	10	N.A.	Bonus issue in the ratio of eleven (11) bonus equity shares for every one fully paid up Equity Share held on March 8, 2024, authorised by our Board, pursuant to a resolution passed at its meeting held on February 14, 2024 and by our shareholders pursuant to a resolution passed at the EGM held on February 15, 2024	Nil	Bonus Issued out of free reserves

4) As of date of this Draft Prospectus, our Company has not allotted Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 and/or sections 230-232 of the Companies Act, 2013.

5) Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.

6) Except as disclosed in “Notes to the Capital Structure - Share Capital History of our Company”, we have not issued any Equity Shares at a price which may be lower than the Issue Price, during a period of one year preceding the date of this Draft Prospectus.

7) **Shareholding Pattern of our Company**

The table below represents the shareholding pattern of our Company as on the date of this Draft Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying Depository receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+ ++VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares underlying outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities No. (a)	No. of locked-in Equity Shares (XII)				No. of Equity Shares pledged or otherwise encumbered (XIII)	No. of Equity Shares held in dematerialized form (XIV)
								Class (Equity)	Total	Total as a % of (A+B+C)			No	As a % of total shares held (b)	No	As a % of total shares held (b)		
(A)	Promoter and Promoter Group	8	77,86,296	-	-	77,86,296	79.60	77,86,296	-	79.60	-	-	-	-	-	-	77,86,296	
(B)	Public	36	19,95,900	-	-	19,95,900	20.40	19,95,900	-	20.40	-	-	-	-	-	-	19,95,900	
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying depository receipt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total		44	97,82,196	-	-	97,82,196	100.00	97,82,196	-	100.00	-	-	-	-	-	-	97,82,196	

⁽¹⁾In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/05/2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, are required to be in dematerialized form. Accordingly, Equity Shares held by our Promoter and Promoter Group and the shareholding of public shareholders have been dematerialised. We further confirm that the PAN of the Shareholders will be provided by our Company prior to listing of Equity Share on the Stock Exchange.

⁽²⁾Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares.

8) **Other details of shareholding of our Company:**

- a) Particulars of the shareholders holding 1% or more of the paid-up share capital of our Company aggregating to 80% or more of the paid-up share capital and the number of shares held by them as on the date of filing of this Draft Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Offer Equity Share Capital
1.	Bhushan Sharad Khomane	32,48,148	33.20%
2.	Satyawan Balwant Jadhav	13,83,264	14.14%
3.	Sharmin Sahil Inamdar	22,09,884	22.59%
4.	Prashant Ashok Khomne	1,74,000	1.78%
5.	Parag Ramsukh Rathi	4,50,000	4.60%
6.	Prachi Bhushan Khomane	1,80,000	1.84%
7.	Pournima Jaydeep Darekar	1,80,000	1.84%
8.	Dr. Vilas Subrao Patil	2,70,000	2.76%
9.	Khyati Satyawan Jadhav	2,70,000	2.76%
10.	Dattaprasad Shrikishan Tapdiya	1,12,260	1.15%
11.	Rozzano Luxury Fashion Private Limited (through Authorized Representative Nikhil Bhandari)	97,788	1.00%
12.	Shree Sensa (Joint Holders Shashank Singhania & Siddhanta Singhania)	97,788	1.00%
13.	Shailesh Shrinivas Rathi	1,00,500	1.03%
14.	Capacious Wealth Management LLP	1,46,688	1.50%
	Total	89,20,320	91.19%

- b) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Draft Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Offer Equity Share Capital
1.	Bhushan Sharad Khomane	32,48,148	33.20%
2.	Satyawan Balwant Jadhav	13,83,264	14.14%
3.	Sharmin Sahil Inamdar	22,09,884	22.59%
4.	Prashant Ashok Khomne	1,74,000	1.78%
5.	Parag Ramsukh Rathi	4,50,000	4.60%
6.	Prachi Bhushan Khomane	1,80,000	1.84%
7.	Pournima Jaydeep Darekar	1,80,000	1.84%
8.	Dr. Vilas Subrao Patil	2,70,000	2.76%
9.	Khyati Satyawan Jadhav	2,70,000	2.76%
10.	Dattaprasad Shrikishan Tapdiya	1,12,260	1.15%
11.	Rozzano Luxury Fashion Private Limited (through Authorized Representative Nikhil Bhandari)	97,788	1.00%
12.	Shree Sensa (Joint Holders Shashank Singhania & Siddhanta Singhania)	97,788	1.00%
13.	Shailesh Shrinivas Rathi	1,00,500	1.03%
14.	Capacious Wealth Management LLP	1,46,688	1.50%
	Total	89,20,320	91.19%

- c) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (01) year from the date of filing of this Draft Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Offer Equity Share Capital
1.	Bhushan Sharad Khomane	2,70,679	33.20%
2.	Satyawan Balwant Jadhav	1,15,272	14.14%
3.	Sharmin Sahil Inamdar	1,84,157	22.59%

4.	Prashant Ashok Khomne	14,500	1.78%
5.	Parag Ramsukh Rathi	37,500	4.60%
6.	Prachi Bhushan Khomane	15,000	1.84%
7.	Pournima Jaydeep Darekar	15,000	1.84%
8.	Dr. Vilas Subrao Patil	22,500	2.76%
9.	Khyati Satyawan Jadhav	22,500	2.76%
10.	Dattaprasad Shrikishan Tapdiya	9,355	1.15%
11.	Rozzano Luxury Fashion Private Limited (through Authorized Representative Nikhil Bhandari)	8,149	1.00%
12.	Shree Sensa (Joint Holders Shashank Singhania & Siddhanta Singhania)	8,149	1.00%
13.	Shailesh Shrinivas Rathi	8,375	1.03%
14.	Capacious Wealth Management LLP	12,224	1.50%
Total		7,43,360	91.19%

- d) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (02) years prior to filing of this Draft Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Offer Equity Share Capital
1.	Bhushan Sharad Khomane	5,000	50%
2.	Satyawan Balwant Jadhav	2,000	20%
3.	Sharmin Sahil Inamdar	3,000	30%
Total		10,000	100%

- e) None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of the Draft Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.
- f) Our Company has not made any initial public offer of its Equity Shares or any convertible securities during the preceding 02 (two) years from the date of this Draft Prospectus.
- 9) Our Company does not have any intention or proposal to alter its capital structure within a period of six (06) months from the date of opening of the Offer by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis. However, our Company may further issue Equity Shares (including issue 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.
- 10) **Shareholding of our Promoter**

Set forth below are the details of the build-up of shareholding of our Promoter:

Bhushan Sharad Khomane

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
Bhushan Sharad Khomane										
Subscription shares	Subscriber to MOA	Cash	5,000	10	10	5,000	0.05%	[●]	-	-
August 31, 2012	Transfer to Satyawant Balwant Jadhav	Cash	(1,000)	10	10	4,000	0.04%	[●]	-	-
July 3, 2013	Transfer from Giriraj Vijay Borge	Cash	2,000	10	10	6,000	0.06%	[●]	-	-
March 31, 2016	Transfer to Sharmin Sahil Inamdar	Cash	(500)	10	10	5,500	0.06%	[●]	-	-
May 12, 2016	Transfer to Sharmin Sahil Inamdar	Cash	(500)	10	10	5,000	0.05%	[●]	-	-
March 9, 2023	Bonus Issue	NA	3,70,000	10	-	3,75,000	3.83%	[●]	-	-
April 12, 2023	Transfer to Jaideep Kulkarni	Gift	(500)	10	-	3,74,500	3.83%	[●]	-	-
April 12, 2023	Transfer to Prashant Khomne	Gift	(14,500)	10	-	3,60,000	3.68%	[●]	-	-
April 12, 2023	Transfer to Sachin Mudliar	Gift	(651)	10	-	3,59,349	3.67%	[●]	-	-
April 12, 2023	Transfer to Parag Rathi	Gift	(37,500)	10	-	3,21,849	3.29%	[●]	-	-
April 12, 2023	Transfer to Prachi Khomane	Gift	(15,000)	10	-	3,06,849	3.14%	[●]	-	-
April 12, 2023	Transfer to Pournima Darekar	Gift	(15,000)	10	-	2,91,849	2.98%	[●]	-	-
April 12, 2023	Transfer to Sunanda Pansare	Gift	(3,750)	10	-	2,88,099	2.95%	[●]	-	-
April 12, 2023	Transfer to Tejashree Deshmukh	Gift	(8,065)	10	-	2,80,034	2.86%	[●]	-	-
April 12, 2023	Transfer to Reetu Raina	Gift	(8,065)	10	-	2,71,969	2.78%	[●]	-	-
April 12, 2023	Transfer to Santosh Kumar Tapdiya	Gift	(1,290)	10	-	2,70,679	2.77%	[●]	-	-
March 8, 2024	Bonus Issue	NA	29,77,469	10	-	32,48,148	33.22%	[●]	-	-
	Total		32,48,148							

Satyawan Balwant Jadhav

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
Satyawan Balwant Jadhav										
August 20, 2012	Transfer from Giriraj Vijay Borge	Cash	1,000	10	10	1,000	0.01%	[●]	-	-
August 31, 2012	Transfer from Bhushan Sharad Khomane	Cash	1,000	10	10	2,000	0.02%	[●]	-	-
March 9, 2023	Bonus Issue	NA	1,48,000	10	-	1,50,000	1.53%	[●]	-	-
April 12, 2023	Transfer to Jaideep Kulkarni	Gift	(1,083)	10	-	1,48,917	1.52%	[●]	-	-
April 12, 2023	Transfer to Swati Raj Kamble	Gift	(675)	10	-	1,48,242	1.52%	[●]	-	-
April 12, 2023	Transfer to Sandip Pawar	Gift	(1,684)	10	-	1,46,558	1.50%	[●]	-	-
April 12, 2023	Transfer to Harsha Shegokar	Gift	(1,010)	10	-	1,45,548	1.49%	[●]	-	-
April 12, 2023	Transfer to Avinash Katakwar	Gift	(808)	10	-	1,44,740	1.48%	[●]	-	-
April 12, 2023	Transfer to Khyati Jadhav	Gift	(22,500)	10	-	1,22,240	1.25%	[●]	-	-
April 12, 2023	Transfer to Santosh Kumar	Gift	(3,226)	10	-	1,19,014	1.22%	[●]	-	-
April 12, 2023	Transfer to Nihsa Lahoti	Gift	(3,742)	10	-	1,15,272	1.18%	[●]	-	-
March 8, 2024	Bonus Issue	NA	12,67,992	10	-	13,83,264	14.14%	[●]	-	-
	Total		13,83,264							

Sharmin Sahil Inamdar

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
Sharmin Sahil Inamdar										
April 30, 2013	Transfer from Giriraj Vijay Borge	Cash	2,000	10	10	2,000	0.02%	[•]	-	-
March 31, 2016	Transfer from Bhushan Sharad Khomane	Cash	500	10	10	2,500	0.03%	[•]	-	-
May 12, 2016	Transfer from Bhushan Sharad Khomane	Cash	500	10	10	3,000	0.03%	[•]	-	-
March 9, 2023	Bonus Issue	NA	2,22,000	10	-	2,25,000	2.30%	[•]	-	-
April 12, 2023	Transfer to Sachin Mudliar	Gift	(1,224)	10	-	2,23,776	2.29%	[•]	-	-
April 12, 2023	Transfer to Hema Kulkarni	Gift	(3,750)	10	-	2,20,026	2.25%	[•]	-	-
April 12, 2023	Transfer to Jaideep Kulkarni	Gift	(2,917)	10	-	2,17,109	2.22%	[•]	-	-
April 12, 2023	Transfer to Vilas Subrao Patil	Gift	(22,500)	10	-	1,94,609	1.99%	[•]	-	-
April 12, 2023	Transfer to Datta Prasad Tapdiya	Gift	(9,355)	10	-	1,85,254	1.89%	[•]	-	-
April 12, 2023	Transfer to Santosh Kumar	Gift	(1,097)	10	-	1,84,157	1.88%	[•]	-	-
March 8, 2024	Bonus Issue	NA	20,25,727	10	-	22,09,884	22.59%	[•]	-	-
	Total		22,09,884							

- 11) As on the date of the Draft Prospectus, the Company has forty-four (44) members/shareholders.
- 12) The details of the Shareholding of the members of the Promoter Group as on the date of this Draft Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholders	Pre-Offer		Post - Offer	
		Number of Equity Shares	% of Pre-Offer Equity Share Capital	Number of Equity Shares	% of Post-Offer Equity Share Capital
Promoter					
1.	Bhushan Sharad Khomane	32,48,148	33.20	[•]	[•]
2.	Satyawan Balwant Jadhav	13,83,264	14.14	[•]	[•]
3.	Sharmin Sahil Inamdar	22,09,884	22.59	[•]	[•]
	Total	68,41,296	69.94	[•]	[•]
Promoter Group					
4.	Prachi Bhushan Khomane	1,80,000	1.84	[•]	[•]
5.	Pournima Jaydeep Darekar	1,80,000	1.84	[•]	[•]
6.	Sunanda Nandkumar Pansare	45,000	0.46	[•]	[•]
7.	Dr. Vilas Subrao Patil	2,70,000	2.76	[•]	[•]
8.	Khyati Satyawan Jadhav	2,70,000	2.76	[•]	[•]
	Total	9,45,000	9.66	[•]	[•]
	Total	77,86,296	79.60	[•]	[•]

- 13) Our Promoter, Promoter Group, Directors of our Company and their relatives have not undertaken purchase or sale transactions in the Equity Shares of our Company, during a period of six (06) months preceding the date on which this Draft Prospectus is filed with Stock Exchange.
- 14) There are no financing arrangements wherein the Promoter, Promoter Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six (06) months immediately preceding the date of filing of the Draft Prospectus.
- 15) **Promoter's Contribution and other Lock-In details:**

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20.00% of the fully diluted

post-Offer capital of our Company held by the Promoter shall be locked in for a period of three years from the date of Allotment (“**Minimum Promoter’s Contribution**”), and the Promoter’s shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

The lock-in of the Minimum Promoter’s Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock exchange before the listing of the Equity Shares.

Following are the details of Minimum Promoter’s Contribution:

Number of Equity Shares locked-in ^{*(1)(2)(3)}	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up	Face value (in ₹)	Offer / Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post- Offer paid-up capital	Period of lock-in
BHUSHAN SHARAD KHOMANE							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
TOTAL		[•]				[•]	
SATYAWAN BALWANT JADHAV							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
TOTAL		[•]				[•]	
SHARMIN SAHIL INAMDAR							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
TOTAL		[•]				[•]	

* Subject to finalisation of Basis of Allotment.

(1) For a period of three years from the date of allotment. Details to be inserted in the Prospectus.

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

(3) All Equity Shares held by our Promoter are in dematerialized form.

For details on the build-up of the Equity Share capital held by our Promoter, see “**Details of the Build-up of our Promoter’s shareholding**” on page 71.

The Promoter’s Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as ‘promoter’ under the SEBI (ICDR) Regulations.

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

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- Equity Shares resulting from bonus issue by utilization of revaluations reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for minimum promoter’s contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- Equity Shares issued to the Promoter upon conversion of a partnership firm, at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management;
- Equity Shares held by the Promoter that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoter’s Contribution subject to lock-in.

Our Company has not been formed by the conversion of a partnership firm into a company in the past one year and thus, no Equity Shares have been issued to our Promoter upon conversion of a partnership firm in the past one year. All the Equity Shares held by the Promoter and the members of the Promoter Group are held in dematerialized form.

In terms of undertaking executed by our Promoter, Equity Shares forming part of Promoter's Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoter during the period starting from the date of filing of this Draft Prospectus till the date of commencement of lock in period as stated in this Draft Prospectus.

Other than the Equity Shares locked-in as Promoter's Contribution for a period of three years as stated in the table above, the entire pre-Offer capital of our Company, including the excess of minimum Promoter's Contribution, as per Regulation 238 of the SEBI (ICDR) Regulations, shall be locked in for a period of one year from the date of Allotment of Equity Shares in the Offer. Such lock – in of the Equity Shares would be created as per the bye laws of the Depositories.

Other requirements in respect of 'lock-in'

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoter prior to the Offer may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoter which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoter / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoter which are locked-in for a period of one year from the date of allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

- 16) Our Company, our Promoter, our Directors and the Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.
- 17) The post-Offer paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.
- 18) There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Prospectus.
- 19) No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall Offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the offer.

- 20) There neither have been and there will be no further issue 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 the Draft Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.
- 21) Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Prospectus.
- 22) 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.
- 23) 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 the Draft Prospectus and the date of closure of the Offer, shall be reported to the Stock Exchanges within 24 hours of the transaction.
- 24) 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 Prospectus.
- 25) As on the date of this Draft Prospectus, the 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 Lead Manager 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.
- 26) Except for Bhushan Sharad Khomane, Satyawan Balwant Jadhav and Sharmin Sahil Inamdar, who are our Promoters and the Selling Shareholders, offering its shareholding in the proposed Offer, our Promoters and the members of our Promoter Group will not participate in the Offer.
- 27) Following are the details of Equity Shares of our Company held by our Directors, our Key Management Personnel and our Senior Management:

Sr. No.	Name of the Shareholders	Pre-Offer		Post - Offer	
		Number of Equity Shares	% of Pre-Offer Equity Share Capital	Number of Equity Shares	% of Post-Offer Equity Share Capital
1.	Bhushan Sharad Khomane	32,48,148	33.20%	[●]	[●]
2.	Satyawan Balwant Jadhav	13,83,264	14.14%	[●]	[●]
3.	Sharmin Sahil Inamdar	22,09,884	22.59%	[●]	[●]
4.	Shailesh Shrinivas Rathi	1,00,500	1.03%	[●]	[●]
5.	Harsha Keshav Shegokar	12,120	0.12%	[●]	[●]
6.	Sandip Shivaji Pawar	20,208	0.21%	[●]	[●]
	Total	69,74,124	71.29%	[●]	[●]

- 28) Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Offer.
- 29) 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 266 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
- 30) 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.

- 31) 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.
- 32) Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
- 33) 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.
- 34) As on date of this Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Offer.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to 33,00,000 Equity Shares, aggregating up to ₹ [●] lakhs by our Company and an Offer for Sale of up to 3,51,000 Equity Shares, aggregating up to ₹ [●] lakhs by the Selling Shareholders.

Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale. The proceeds of the Offer for Sale shall be received by the Selling Shareholders and will not form part of the Net Proceeds. Each Selling Shareholder will be entitled to its respective portion of the proceeds of the Offer for Sale after deducting its respective proportion of the Offer expenses and relevant taxes thereon. For further details, please see “ – Issue Related Expenses” on page 87.

Fresh Issue

The details of the proceeds from the Fresh Issue are summarised in the following table:

Particulars	Estimated amount (in ₹ lakhs)
Gross proceeds of the Fresh Issue	[●]
(Less) Offer expenses in relation to the Fresh Issue ⁽²⁾	[●]
Net Proceeds ⁽¹⁾	[●]

⁽¹⁾ For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, please refer to “ - Issue Related Expenses” on page 87.

⁽²⁾ To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Requirement of funds

Our Company proposes to utilise the Net Proceeds towards funding the following objects (collectively referred to as the “Objects”):

1. Investment in infrastructure for Drone as a Service (DaaS) and Drone services projects;
2. Import of Hydrogen Fuel Cell powered Logistics Drones;
3. Purchase of Agriculture Drones; and
4. General corporate purposes

In addition, we expect to achieve the benefits of listing of the Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited which will result in the enhancement of our brand name and creation of a public market for our Equity Shares in India.

The main objects clause and the objects incidental and ancillary to the main objects as set out in the Memorandum of Association enables us: (i) to undertake our existing business activities and (ii) to undertake the activities proposed to be funded from the Net Proceeds (including the activities for which the funds earmarked towards general corporate purposes shall be used)

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the manner set forth below:

Particulars	Estimated amount (in ₹ lakhs)
Investment in infrastructure for Drone as a Service (DaaS) and Drone services projects	Upto 1,527.43
Import of Hydrogen Fuel Cell powered Logistics Drones	Upto 730.27
Purchase of Agriculture Drones	Upto 560.02

Particulars	Estimated amount (in ₹ lakhs)
General corporate purposes ⁽¹⁾	[●]
Total⁽¹⁾	[●]

⁽¹⁾ To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.

Proposed schedule of implementation and deployment of Net Proceeds

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

(in ₹ lakhs)

Particulars	Total estimated amount	Estimated deployment of the Net Proceeds
		Fiscal 2025
Investment in infrastructure for Drone as a Service (DaaS) and Drone services projects	Upto 1,527.43	Upto 1,527.43
Import of Hydrogen Fuel Cell powered Logistics Drones	Upto 730.27	Upto 730.27
Purchase of Agriculture Drones	Upto 560.02	Upto 560.02
General corporate purposes ⁽¹⁾	[●]	[●]
Total⁽¹⁾	[●]	[●]

⁽¹⁾ To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.

The fund requirements, deployment of funds and the intended use of the Net Proceeds as described in this Draft Prospectus are based on our current business plan, management estimates, prevailing market conditions and other commercial considerations. However, such fund requirements and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent 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 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.

Our Company proposes to deploy the entire Net Proceeds towards the Objects as per the schedule provided above. In the event that the estimated utilization is not completed as per the aforementioned schedule, due to the reasons stated above, such funds shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable law. Depending upon such factors, we may have to reduce or extend the utilisation period for any of the stated Objects beyond the estimated time period, at the discretion of our management, in accordance with applicable law. Further, such factors could also require us to advance the utilisation before the scheduled deployment as disclosed above towards any particular or all Objects. Subject to compliance with applicable laws, in case the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for funding other existing Objects, if necessary and/or towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes does not exceed 25% of the gross proceeds of the Fresh Issue in accordance with the SEBI ICDR Regulations. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects.

For further details see “Risk Factor – Risk Factor 8 - There can be no assurance that the objects of the Issue will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the plan for deployment of the Net

Proceeds has not been appraised by any bank or financial institution” on page 25.

The fund requirements mentioned above based on the internal management estimates of our Company and quotation received from third parties or appraised by any bank, financial institution. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. 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 compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing. For further details see “*Risk Factors – Risk Factor 36 - Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval*” on page 35.

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds. In view of above, we confirm that, with respect to the Objects, our Company has made firm arrangement of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations, through verifiable means towards 75% of the stated means of finance, excluding the amount proposed to be raised through the Issue.

Deployment of Funds and Sources of Funds

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds.

Details of the Object

The details of the Objects of the Issue are set out below:

1) Investment in infrastructure for Drone as a Service (DaaS) and Drone services projects

Drone-as-a-service is transforming industries across globe with the innovative technologies like aerial automation reshaping industries. The basic advantage of Drone-as-a-Service is reduction in the cost of operations. The user need not make the capital investment in drones. DaaS service providers deploy drones & certified pilots to execute the work. Users can partner with DaaS service providers & take this as a service. DaaS allows businesses to harness the power of drones. DaaS offers scalability by eliminating the businesses to maintain the drone fleet. DaaS generates data for decision making.

The Company is presently offering services in the capacity of a drone service provider to ideaForge and other clients. The UAV services provided by us include:

- a) *Field Services:* To provide field services, whereby our service engineers visit the customer onsite and address the issues faced by such customer;
- b) *Demonstrations and Trials:* To conduct demonstrations and trials of the products of clients for their potential customers;
- c) *Training:* To undertake training for the agents, re-sellers, distributors and customers of our clients ideaForge; and
- d) *Drone as a Service (DaaS):* To operate drones provided by clients, on behalf of their customers, at the locations designated by clients.

We also offer data processing services in GIS and photogrammetry. This includes, georeferencing, creation of ORI (orthorectified imagery), 3D point cloud, DEM (digital elevation model) and DTM (digital terrain model).

Our Company proposes to utilise ₹ 1,527.43 lakhs from the Net Proceeds for investment in infrastructure for Drone as a Service (DaaS) and Drone services projects.

The detailed breakdown of such estimated cost is set forth below.

(₹ in lakhs)

Particulars	Amount
Purchase of Mapping Drones	324.94
Purchase of long range Surveillance Drones	739.91
Purchase of Drones with Multispectral payload	327.10
Purchase of high configuration systems for drone data processing	47.15
Purchase of vehicles for carrying different UAVs	88.33
Total	1,527.43

a) Purchase of Mapping Drones

Drone mapping works by taking many aerial images of an area of interest. Through a process called photogrammetry, these many images are then turned into a single complete image, called an orthomosaic. All the objects and features in an orthomosaic are scaled and can be georeferenced. This means that it's possible to make measurements associated with location, distance, and area.

Our Company offers data processing services in GIS and photogrammetry. This includes, georeferencing, creation of ORI (orthorectified imagery), 3D point cloud, DEM (digital elevation model) and DTM (digital terrain model). As part of our data processing services, we recently acquired the high resolution data for 54.00 sq. km. of area using RYNO UAV under the SVAMITVA Scheme. This data was acquired for various villages in Agra District, Uttar Pradesh in the year 2022. Further, in 2023, we had undertaken data acquisition using mapping payload, DGPS (differential geographical position system) survey, drone data processing and an ortho-rectified imaging for All India Institute of Local Self Government. As part of the said project, we had acquired data across 95.57 Sq. Km. spanning eight municipal councils in Latur District of Maharashtra, for the purpose of property tax collection. We have recently acquired data of 150 Sq. Km. of area for Water Resources Department, Punjab using drones with mapping payloads.

In order to further expand our data processing services in GIS and photogrammetry, our Company proposes to utilise ₹324.94 lakhs from the Net Proceeds for purchase of Mapping Drones. The Company proposes to purchase 15 units of "Q6" Mapping Drones from ideaForge Technology Limited.

The detailed bifurcation of cost is as follows:

Sr. No.	Particulars	Units to be purchased	Per Unit Price (₹ lacs)	Total Cost (₹ lacs)	Quotation reference	Validity of quotation
1)	Model Q6 Mapping Drone <ul style="list-style-type: none"> ▪ UAV Bird ▪ Communication box with Ground Control Software only ▪ Photogrammetry Payload ▪ Dual Battery Charger ▪ PPK Rover ▪ PPK Base station ▪ Ergonomic water-proof Backpacks ▪ Field Repair kits ▪ Lithium Polymer based 	15	21.66^	324.94	September 01, 2024 Sourced from: ideaForge Technology Limited	November 01, 2024

Sr. No.	Particulars	Units to be purchased	Per Unit Price (₹ lacs)	Total Cost (₹ lacs)	Quotation reference	Validity of quotation
	battery packs					
	Total Cost			324.94		

^ The cost includes GST

b) Purchase of long range Surveillance Drones

Surveillance drones have various capabilities and applications in a wide range of industries, including military, law enforcement, agriculture, and more. Drone surveillance involves using small, unmanned aerial vehicles (UAVs) equipped with cameras and sensors to capture images and videos from high altitudes or a distance. This helps gather information about specific targets, which could be people, groups, or the environment. These types of drones are valuable because they can access places that might be hard to reach otherwise, and that way they provide a unique bird's eye view of what photographers typically can't achieve.

Long range Surveillance Drones are to be used deep inside the sea for surveillance of ships and fishing trawlers. These drones have high wind resistance and have the ability to withstand wind gust inside the sea. These drones have high end payload which helps in transmitting very high quality video on real time basis. These drones have both daylight and night surveillance payload.

Our Company provides Drone-as-a-Service for the Surveillance & Monitoring of activities of fishing vessels. We possess the technical know-how & necessary expertise to carry out flights of Drones deep inside the sea for Surveillance purpose & carry out live transmission of the data to multiple stakeholders for continuous monitoring during the day as well as in the night. Recently we have received an order for deployment of Drones along the 720 km coast of Maharashtra for surveillance of fishing vessels inside the sea upto 12 Nautical Miles. This deployment will be done with 9 pilot teams at 9 locations across different districts in the coastal region of Maharashtra & surveillance will be carried out 24 x 7 throughout the year as a part of DaaS project. Basic aim of this project is to enforce Maharashtra Marine Fishing Regulation (Amendment) Act, 2021, under the Department of Fisheries, Govt. of Maharashtra using technology of Drones. Schnell Drone Technologies Ltd. has secured this contract from Department of Fisheries, Government of Maharashtra for a period of 10 years.

In order to further expand our surveillance project services, our Company proposes to utilise ₹ 739.91 lakhs from the Net Proceeds for purchase of long range Surveillance Drones. The Company proposes to purchase 7 units of Long Endurance Surveillance SWITCH UAV- Model –“M-IF11000” from ideaForge Technology Limited.

The “M-IF11000” comes with the following features:

- 1) Autonomous Vertical Take-off & Landing (VTOL)
- 2) 15 Km range of live transmission
- 3) Flight time of 90 minutes
- 4) Cruise speed of around 13 m/s
- 5) Wind resistance of upto 20 kmph (take off/landing) and upto 40 kmph (in-flight)
- 6) Real-time Target Tracking of designated static and moving targets

The detailed bifurcation of cost is as follows:

Sr. No.	Particulars	Units to be purchased	Per Unit Price (₹ lacs)	Total Cost (₹ lacs)	Quotation reference	Validity of quotation
1)	Long Endurance Surveillance VTOL Switch UAV- Model –				September 01, 2024	November 01, 2024

Sr. No.	Particulars	Units to be purchased	Per Unit Price (₹ lacs)	Total Cost (₹ lacs)	Quotation reference	Validity of quotation
	“M-IF11000”	7	105.70 [^]	739.91	Sourced from: ideaForge Technology Limited	
	Total Cost			739.91		

[^] The cost includes GST

c) Purchase of Drones with Multispectral payload

Such drones are widely used for the agriculture sector. Drones with Multispectral payload are used to survey farms and agricultural fields by using multispectral cameras that can be tuned to respond to specific light wavelengths, including some infrared. Using these cameras, data is captured in 4 or 5 different bands & it is analyzed further for crop health management. Such a data can be very use to identify crop diseases at an early stage & corrective action can be taken on an immediate basis.

Our Company has the capabilities of acquiring data using multi-spectral sensor, processing this data for crop health analysis, crop disease monitoring and crop yield estimation. The purpose of this data processing is to collect detailed insights into crop health and conditions, which in turn helps farmers in making an informed decisions and taking proactive measures to improve their yields. We believe that multispectral drone imaging will revolutionize farming by making agriculture more efficient, profitable and sustainable.

Our Company proposes to utilise ₹ 327.10 lakhs from the Net Proceeds for purchase of Drones with Multispectral payload. The Company proposes to purchase 15 units of “Q4i” Drones from ideaForge Technology Limited.

The detailed bifurcation of cost is as follows:

Sr. No.	Particulars	Units to be purchased	Per Unit Price (₹ lacs)	Total Cost (₹ lacs)	Quotation reference	Validity of quotation
1)	Model Q4i Mapping Drone <ul style="list-style-type: none"> ▪ UAV Bird ▪ Laptop with Ground Control Station with data-link equipment ▪ Multispectral 4 band ▪ Photogrammetry Payload ▪ Battery Charger ▪ Ergonomic water-proof Backpacks ▪ Lithium Polymer based battery packs 	15	21.80 [^]	327.10	September 02, 2024 Sourced from: ideaForge Technology Limited	November 02, 2024
	Total Cost			327.10		

[^] The cost includes GST

d) Purchase of high configuration systems for drone data processing

We grant drone-powered solutions through equipped UAVs along with our GIS specialists in action. UAV surveying and UAV Mapping encourage us to sail through procuring reliable and widespread information effortlessly. Amidst Centimeter Level Accuracy achieved in all our projects. We also represent these UAV solutions through various topographical maps, including Digital Terrain Models (DTM), Digital Surface Models, Contour Maps, Orthomosaic Maps, and more. This not only enables our clients to access UAV services more expeditiously

but also with enhanced cost-effectiveness. Not just this but UAV drones, along with drones services, are also enriching industries with sound decision making.

We are also investing a part of the issue proceeds in strengthening our infrastructure for Drone as a Service (DaaS) and Drone services projects. In order to increase our data processing capabilities or company proposes to utilize ₹ 47.15 lakhs from the Net Proceeds for purchase of high configuration workstation systems for drone data processing.

The detailed bifurcation of cost is as follows:

Sr. No.	Particulars	Units to be purchased	Per Unit Price (₹ lacs)	Total Cost (₹ lacs)	Quotation reference	Validity of quotation
1)	<p>WORKSTATION SYSTEM</p> <ul style="list-style-type: none"> ▪ PROCESSOR- AMD RYZEN THREADRIPPER 7960X (24 CORES/ 48 THREADS) ▪ MOTHERBOARD- AMD TRX50 CHIPSET WITH WIFI+BT ▪ AMD TRX50 CHIPSET WITH WIFI+BT- 32GB REGISTERED ECC DDR5 * 4 ▪ SOFTWARES- Windows 11 Pro x64 License Version 	10	4.71 [^]	47.15	September 04, 2024 Sourced from: GTEK Enterprises	November 04, 2024
Total Cost				47.15		

[^] The cost includes GST

e) Purchase of vehicles for carrying different UAVs

Our Company proposes to utilize ₹ 88.33 lakhs from the Net Proceeds for purchase of vehicles transportation of UAVs to various sites.

The detailed bifurcation of cost is as follows:

Sr. No.	Particulars	Units to be purchased	Per Unit Price (₹ lacs)	Total Cost (₹ lacs)	Quotation reference	Validity of quotation
1)	MARUTI ERTIGA SMART HYBRID VXI(O) 1.5L 5MT	7	12.62 [^]	88.33	July 08, 2024 Sourced from: Wonder Cars Private Limited	NA
Total Cost				88.33		

[^] The cost includes GST

Proposed Schedule of Implementation

The proposed schedule of implementation is as follows:

Particular	Estimated month of	
	Commencement	Completion
Placement of order	November 2024	January 2025

Delivery	December 2024	March 2025
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2) Import of Hydrogen Fuel Cell powered Logistics Drones

Drones have been increasingly used in logistics and supply chain management to improve efficiency, faster delivery, reduce costs, and enhance customer satisfaction. Drones are used in disaster management, delivering critical medical supplies and helping rescue teams in the search for survivors. We wish to introduce long range Logistics drones in India specifically for medical supplies. Such drones can be extremely useful for defense forces for carrying the medical supplies or material to the forward locations at the borders. Also, such long range logistics drones can be very effective for organ movements which are critical & time specific.

Our Company proposes to utilise ₹730.27 lakhs from the Net Proceeds for import of Hydrogen Fuel Cell powered Logistics Drones from Gadfin, Israel. Gadfin develops fast, hydrogen-powered drones for long-range urgent deliveries and preventative maintenance missions. The Gadfin Spirit-One drones can deliver payloads up to 9 kg for a flight range of 250 km at a cruise speed of 110 km/h. Our Company proposes to import 2 Spirit-One HD drones from Gadfin.

The detailed bifurcation of cost is as follows:

Sr. No.	Particulars	Units to be purchased	Per Unit Price (₹ lacs)	Total Cost (₹ lacs)	Quotation reference	Validity of quotation
1)	<i>Sprit-One HD FC Drone</i>	1	306.24 [^]	306.24	August 04, 2024 Sourced from: Gadfin, Rehovot, Israel	November 04, 2024
2)	<i>Sprit-One HD B Drone</i>	1	264.29 [^]	264.29		
	Total			570.52		
	Applicable duty, cess and GST, transportation, loading, Inloading, freight and clearance and insurance			159.75		
	Total Cost			730.27		

[^] The cost is in US Dollar. The amount has been converted into Indian Rupees at the exchange rate of ₹ 83.90= 1 \$ prevailing for the purpose of this Draft Prospectus. There may be fluctuation in the exchange rate between the Indian Rupee and US Dollar and accordingly such transactions may affect the final funding requirements and deployment of the Net Proceeds.

\$The amount included in the quotation may be subject to price revisions, basis, inter alia, prevailing market conditions, price of raw materials, increase in taxes/duties levied by governmental authorities. In case of an increase in quoted amount due to a price revision, our Company will bear the difference out of internal accruals.

Proposed Schedule of Implementation

The proposed schedule of implementation is as follows:

Particular	Estimated month of	
	Commencement	Completion
Placement of order	November 2024	November 2024
Delivery of Drones	March 2025	March 2025

3) Purchase of Agriculture Drones

The advent of drones has brought about a revolutionary transformation in agriculture, particularly in the domain of crop spraying. Unmanned Aerial Vehicles (UAVs), commonly known as drones, equipped with advanced spraying capabilities, are playing a pivotal role in optimizing the application of fertilizers and pesticides.

Drones for spraying pesticides have revolutionized modern agriculture, offering precision and efficiency in crop protection. These unmanned aerial vehicles (UAVs) equipped with advanced technologies enable targeted pesticide application, minimizing waste and environmental impact. The drones' intelligent navigation systems and high-resolution sensors ensure precise coverage, addressing specific areas of concern in the field. This innovative approach not only enhances crop health and yields but also contributes to sustainable farming practices by reducing the overall use of pesticides. Drones for spraying pesticides represent a transformative tool, empowering farmers with a technologically advanced and environmentally conscious approach to crop management.

In case of paddy crops, spraying happens in particular seasons such as Kharif & Rabi seasons. In case of other crops such as sugarcane, spraying needs to be done multiple times in a year. India, being an agrarian economy, there is huge scope for services such as agriculture spraying using drones. With the introduction of liquid fertilizers, usage of drones has become eminent for better utilization of these products.

The following are some advantages of employing drones to spray fertilizers & biopesticides in agriculture fields:

- **Consistency in application:** Applying fertilizers and biopesticides more uniformly than with hand spraying or sprayers attached on tractors is possible using drones. This is so that drone pilot can accurately manage the spray pattern in advance in the software while flying at low altitudes. It helps in better crop yields and less input waste.
- **Lower expenses:** The use of drones for spraying can result in lower labor and fuel expenditures. Drones can cover more ground faster than traditional methods since they are more efficient. This helps farmers in reducing their operational expenses.
- **Enhanced safety:** Exposure of chemicals to farmers & field workers is significantly reduced due to usage of drones.
- **Easy reach** - Crops can be sprayed with drones in places that are hard to access using conventional techniques, like flooded fields or mountainous terrain.
- **Benefits to the environment:** More accurate application of nutrients and biopesticides by drones can lessen runoff and water pollution. Moreover, organic inputs can be applied with drones, enhancing soil health and lowering the need for synthetic pesticides.
- **Enhanced accuracy:** Using drones, farmers can target particular sections of a field with biopesticides and nutrients, such as those exhibiting indications of pest infestation or nutrient shortage. This can lessen the chance of crop damage and increase the effectiveness of fertilizer and pesticide application.
- **Decreased pesticide use:** By administering pesticides more accurately and effectively, drones can contribute to a decrease in the total amount of pesticides used. Both farmers and consumers may profit from this in terms of the environment and their health.
- **Better data collection:** Sensors attached to drones may gather information on soil moisture, crop health, and other variables. Decisions on irrigation, the use of pesticides and nutrients, and other aspects of farm management can be made with the use of this data.

Our Company has signed an agreement with IFFCO (Indian Farmers Fertilizer Cooperative) for spraying of Fertilizers such as IFFCO nano fertilizers, Sagarika, IFFCO MC agro-chemicals and other IFFCO & IFFCO JV's agri products over 1 Lakh Acres of land within 4 states namely Maharashtra, Telangana, Gujarat & Karnataka.

Our Company proposes to utilise ₹560.02 lakhs from the Net Proceeds for purchase of Agricultural Drones. The Company proposes to purchase 80 units of “Krishi 3 Pro” Drones from Drogo Drones Private Limited.

The detailed bifurcation of cost is as follows:

Sr. No.	Particulars	Units to be purchased	Per Unit Price (₹ lacs)	Total Cost (₹ lacs)	Quotation reference	Validity of quotation
1)	<i>Krishi 3 Pro Drone</i>	80	3.98	318.48	August 16, 2024 Sourced from: Drogo Drones Private Limited	October 31, 2024
2)	<i>Battery Set (3000 MAH)</i>	320	0.45	144.00		
3)	<i>Drone carrying box</i>	80	0.59	47.20		
	Total Cost			509.68		
	Applicable GST			50.34		
	Total Cost			560.02		

Proposed Schedule of Implementation

The proposed schedule of implementation is as follows:

Particular	Estimated month of	
	Commencement	Completion
Placement of order	December 2024	January 2025
Delivery of Drones	January 2025	February 2025

4) General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] lacs towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds of the Fresh Issue, in compliance with the SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- strategic initiatives;
- general procurement;
- product development;
- brand building and strengthening of marketing activities; and
- ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions

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

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] lacs. The expenses of this Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the Lead Manager, fees payable to legal counsels, Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing Bid cum

Application Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for (i) listing fees and expenses for any corporate advertisements consistent with past practice of our Company (not including expenses relating to marketing and advertisements undertaken in connection with the Offer), which shall be borne solely by our Company; and (ii) the applicable tax payable on transfer of Offered Shares which shall be borne by the respective Selling Shareholders, our Company and each of the Selling Shareholders shall share the costs and expenses in proportion to the number of Equity Shares issued and allotted by our Company through the Fresh Issue and sold by each of the Selling Shareholders through the Offer for Sale, in accordance with applicable law including Section 28(3) of the Companies Act, 2013. Our Company shall advance the cost and expenses of the Offer and our Company will be reimbursed, severally and not jointly, by each of the Selling Shareholders for their respective proportion of such costs and expenses. Such payments, expenses and taxes, to be borne by the Selling Shareholders will be deducted from the proceeds from the sale of Offered Shares, in accordance with applicable law, in proportion to its respective Offered Shares. Further, in the event the Offer is withdrawn or the requisite approvals required for the Offer are not received, the Company and each of the Selling Shareholders shall, in accordance with the manner stated above, share the costs and expenses (including all applicable taxes) directly attributable to the Offer, in proportion to the extent of the amount proposed to be raised by the Company through the Fresh Issue and the amount corresponding to the extent of participation of each Selling Shareholder in the Offer for Sale.

Expenses	Estimated expenses ⁽¹⁾ (in ₹ lacs)	As a % of the total estimated Issue expenses ⁽¹⁾	As a % of the total Gross Issue Proceeds ⁽¹⁾
Issue management fees including fees and reimbursements of Market Making fees and payment to other Intermediaries such as Legal Advisors to the IPO, Registrars and other out of pocket expenses.	[●]	[●]	[●]
Marketing and Selling Commission and expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others			
- Listing fees	[●]	[●]	[●]
- SEBI and NSE processing fees	[●]	[●]	[●]
- Book Building software fees	[●]	[●]	[●]
- Other regulatory expenses	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

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

Notes:

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

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

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

- 2) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders 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 Retail Individual Bidders	Rs. 10 per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	Rs. 10 per valid Bid cum Application Form (plus applicable taxes)

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

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

Sponsor Bank – [●]	Rs. [●] per valid Bid cum Application Form* (plus applicable taxes) 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.
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*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 RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism.

- 4) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders 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 Retail Individual Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)

- 5) The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/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.

The Issue expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

Interim Use of Funds

Pending utilisation for the purposes described above, funds will be deployed in accordance with all applicable regulations. We undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilisation of Funds

In accordance with Regulation 262 of the SEBI ICDR Regulations, since the Net Proceeds do not exceed ₹ 10,000.00 lakhs, appointment of monitoring agency is not applicable.

Variation in Objects of the Issue

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue unless our Company is authorised to do so by way of a special resolution of its Shareholders through a postal ballot and such variation will be in accordance with the 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 shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in the regional language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal to vary the objects, at a price and in such manner as may be prescribed by SEBI in Regulation 290 and Schedule XX of the SEBI ICDR Regulations.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other agency.

Other Confirmations

No part of the Net Proceeds will be paid to our Promoter, Promoter Group, Directors, our Group Companies or our Key Managerial Personnel, except in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Companies in relation to the utilisation of the Net Proceeds.

BASIS FOR OFFER PRICE

Investors should also refer to “Our Business”, “Risk Factors”, “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Other Financial Information” on pages 118, 22, 190, 221 and 232, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are: Reseller and Distributor for reputed software developers and drone manufacturer; Growing presence in after-sales segment leading predictable growth in revenues and superior margins; Presence across diverse industry verticals; and Experienced Promoters and professional management team with technical expertise. For further details, see “Our Business –Strengths” on page 137.

Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Statements. For details, see “Restated Financial Statements” on page 190.

Some of the quantitative factors which may forms the basis for calculating the Offer Price are as follows:

I. Basic and Diluted Earnings per share (“EPS”)

Fiscal	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2024	2.55	2.55	3
March 31, 2023	0.52	0.52	2
March 31, 2022	0.26	0.26	1
Weighted Average	1.49	1.49	

Notes:

- (1) *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights*
- (2) *Basic Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of equity shares outstanding during the period/year, read with note 1 above*
- (3) *Diluted Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of diluted equity shares outstanding during the period/year, read with note 1 above*
- (4) *Earnings per Share calculations are in accordance with the notified Accounting Standard 20 ‘Earnings per share’. The face value of equity shares of the Company is ₹ 10/-.*
- (5) *The figures disclosed above are based on the Restated Financial Statements.*

II. Price/Earning (“P/E”) ratio in relation to Offer Price of ₹ [●] per Equity Share:

Particulars	P/E at the Offer Price (number of times)*
Based on basic EPS for Fiscal 2024	[●]
Based on diluted EPS for Fiscal 2024	[●]

*Will be included in the Prospectus

Industry Peer Group P/E ratio

Particulars	Industry P/E (number of times)
Highest	91.80
Lowest	51.30
Average	71.55

Notes:

- (1) The industry high and low has been considered from the industry peer set provided above. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed above
- (2) All the financial information for listed industry peers mentioned above is sourced from the annual reports of the relevant companies for Fiscal 2024, as available on the websites of the BSE Limited.

III. Return on Networth (“RoNW”)

Fiscal Year ended	RoNW (%)	Weight
March 31, 2024	20.45%	3
March 31, 2023	43.08%	2
March 31, 2022	37.48%	1
Weighted Average	30.83%	

Notes:

- (1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights.
- (2) Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the period/year.
- (3) 'Net worth': Equity Share capital and other equity less capital reserves

IV. Net asset value per Equity Share (face value of ₹ 10/- each)

Particulars	NAV per equity share (₹)*
As on March 31, 2024	12.44
After the Completion of the Offer:	
- At Offer Price	[●]

The above NAV has been calculated based on number of shares outstanding at the end of the respective year.

Notes:

- a. The figures disclosed above are based on the Restated Financial Statements of the Company.
- b. NAV per share=Restated Net worth at the end of the year/period divided by weighted average number of equity shares outstanding at the end of the year/period
- c. 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.

COMPARISON OF ACCOUNTING RATIOS WITH LISTED INDUSTRY PEERS

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates i.e. drones services and training, whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

Name of the company	Consolidated/ Standalone	Face value (₹ per share)^	Closing price on September 25, 2024 (₹ per share)	Revenue (₹ in Lakhs)	EPS (₹)		NAV (₹ per share)	TTM P/E Ratio	RoNW (%)	PAT margin (%)	Market cap to Revenue from operation
					Basic	Diluted					
Schnell Drone Technologies Limited	Standalone	10	N.A.	1,075.03	2.55	2.55	12.44	NA	20.45%	21.69 %	[●]^#
PEER GROUP											
Drone Destination Limited	Standalone	10	250.00	3,182.14	2.91	2.91	25.40	90.00	17.90%	22.26 %	20.05
Droneacharya Aerial	Standalone	10	142.85	3,525.00	2.59	2.59	30.20	58.70	8.62%	17.24 %	9.78

Name of the company	Consolidated/ Standalone	Face value (₹ per share)^	Closing price on September 25, 2024 (₹ per share)	Revenue (₹ in Lakhs)	EPS (₹)		NAV (₹ per share)	TTM P/E Ratio	RoNW (%)	PAT margin (%)	Market cap to Revenue from operation
					Basic	Diluted					
Innovations Ltd											

*Financial information for our Company is derived from the Restated Financial Statements as at and for the Fiscal 2024.

#Will be updated in the Prospectus.

Source: All the financial information for industry peer mentioned above is sourced from the annual report of the relevant companies for Fiscal 2024, as available on the websites of the NSE and BSE.

Notes for peer group:

1. P/E Ratio is computed as the peer company based on the closing price on BSE limited.
2. Return on Net Worth (%) = Profit for the year ended March 31, 2024 divided by Total Equity of the Company as on March 31, 2024.
3. NAV is computed as the Total Equity of the Company as on March 31, 2024 divided by the outstanding number of equity shares as on March 31, 2024.

The trading price of the Equity Shares could decline due to the factors mentioned in the section “Risk Factors” on page 22 and any other factors that may arise in the future and you may lose all or part of your investments.

KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Consolidated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 27, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Draft Prospectus. Further, the KPIs herein have been certified by M/s. Malani Somani Chandak and Associates, Chartered Accountants, by their certificate dated September 27, 2024.

The KPIs of our Company have been disclosed in the sections “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” starting on pages 118 and 221, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” beginning on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Offer Price.

Some of the key performance indicators which may form the basis for computing the Offer Price are as follows:

(₹ in lakhs except percentages and ratios)

Key Performance Indicators	March 31, 2024	March 31, 2023 [#]	March 31, 2022 [#]
Revenue from Operations	1,075.03	878.09	549.22
EBITDA ⁽¹⁾	328.31	82.48	45.43
EBITDA Margin ⁽²⁾⁽³⁾	30.54%	9.39%	8.27%
Profit After Tax for the Year / Period	233.15	47.01	23.28
PAT Margin ⁽⁴⁾	21.69%	5.35%	4.24%
ROE ⁽⁵⁾	20.45%	43.08%	37.48%
ROCE ^{(6)*}	28.50%	30.82%	27.84%
Net Debt/ EBITDA ⁽⁷⁾	NA*	0.56	2.05

*Not ascertainable as net debt is negative

[#]As certified by the Statutory Auditor vide their certificate dated September 27, 2024.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated September 27, 2024.

Explanation for the Key Performance Indicators

1. EBITDA is calculated as restated profit before tax plus finance costs, depreciation and amortisation expense less other income.
2. EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.
3. EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.
4. PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.
5. Return on Equity (%) is calculated as restated profit after tax by average total equity.
6. Return on Capital Employed (%) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as networth plus total borrowing.
7. Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.

We shall continue to disclose these KPIs, on a half-yearly basis, for a duration that is at least the later of (i) three years after the listing date; and (ii) the utilization of the issue proceeds disclosed in the objects of the issue section of the Prospectus. We confirm that the ongoing KPIs would be certified by the statutory auditor of the Issuer Company.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.

KPI	Explanations
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Debt/ EBITDA (In Times)	Net Debt by EBITDA is indicator of the efficiency with which our Company is able to leverage its debt service obligation to EBITDA.

Comparison of the Key Performance Indicators with our listed peers:

(₹ in lakhs) (As on March 31, 2024)

Key Performance Indicators	Drone Destination Limited	Droneacharya Aerial Innovations Ltd
Revenue from Operations	3,182.14	3,525.00
EBITDA ⁽¹⁾	1,307.00	1,028.00
EBITDA Margin ⁽³⁾	41.07%	29.16%
Profit After Tax for the Year	708.00	608.00
PAT Margin ⁽⁴⁾	22.26%	17.24%
ROE ⁽⁵⁾	17.90%	8.62%
ROCE ⁽²⁾⁽⁶⁾	23.30%	11.80%
Net Debt/ EBITDA ⁽¹⁾⁽⁷⁾	NA	NA

Source: Annual Reports of the company / www.bseindia.com and www.nseindia.com

As certified by the Statutory Auditor vide their certificate dated September 27, 2024.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated September 27, 2024.

Explanation for the Key Performance Indicators

1. EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.
2. EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.
3. EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.
4. PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.
5. Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.
6. Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.
7. Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.

OPERATIONAL KPIs OF THE COMPANY:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 customers	702.56	65.35%	285.78	32.55%	224.64	40.90%

Explanation for KPI metrics

KPI	Explanations
Contribution to revenue from operations of top 5 / 10 customers	This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks.

COMPARISON OF OPERATIONAL KPIs OF OUR COMPANY AND OUR LISTED PEER:

The operational KPIs of the listed peer are not publicly available.

WEIGHTED AVERAGE COST OF ACQUISITION:

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

There have been no issuance of Equity Shares, excluding shares issued as bonus shares, during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (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).**

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

Date of Allotment / Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	Number of Equity Shares	Face Value per Equity Share (in Rs.)	Offer Price /Acquisition Price / Transfer price per Equity Share (in Rs.)	Nature of Consideration	Percentage of Pre Offer Equity Share Capital (%)
March 9, 2023	Bonus Issue	7,40,000	10.00	-	Other than cash	7.56%
March 8, 2024	Bonus Issue	62,71,188	10.00	-	Other than cash	64.11%

- c) **Price per share based on the last five primary or secondary transactions;**

Since there are no transactions to report to under (a) or (b) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or shareholder(s), not older than 3 years prior to the date of this Draft Prospectus, irrespective of the size of transactions is not required, are not applicable.

d) Weighted average cost of acquisition and offer price:

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Shares)	Offer Price (i.e. ₹ [●])
Weighted average cost of acquisition of primary / new issue as per paragraph (a) above.	NA	NA
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph (b) above.	Nil	N.A.

Explanation for Offer Price being [●] times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our Company's key performance indicators and financial ratios for the period March 2024, 2023 and 2022.
[●]*

Explanation for Offer Price being [●] times price of face value.

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the LM, on the basis of market demand from investors for Equity Shares through the fixed price process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*”, “*Management's Discussion and Analysis of Financial Condition and Results of Operations*” and “*Financial Information*” on pages 22, 118, 221 and 190 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “*Risk Factors*” on page 22 and you may lose all or part of your investment.

STATEMENT OF TAX BENEFITS

Statement of possible special tax benefits available to the Company and its Shareholders

To,
The Board of Directors
Schnell Drone Technologies Limited
Icon Tower Office No 402 & 403,
S.No. 114/5/1, 115/1/1, 114/6/3, 115/2,
4th Floor, Baner, Pune – 411 045,
Maharashtra, India

Dear Sir(s),

Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of Schnell Drone Technologies Limited (the “Company” and such offering, the “Offer”)

We report that the enclosed statement in **Annexure A**, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 (‘Act’), as amended by the Finance Act, 2023 i.e. applicable for FY 2023-24 and AY 2024-25, and other direct tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest money based on this statement. We do not express any opinion or provide any assurance as to whether:

- i) the Company or its shareholders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with.

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

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Draft Prospectus and the Prospectus and submission of this certificate as may be necessary, to the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed (“**Stock Exchange**”) and the Registrar of Companies, Maharashtra at Pune (“**RoC**”), SEBI or any regulatory authority and/or for the records to be maintained by the Lead Manager in connection with the Offer and in accordance with applicable law.

Terms capitalised and not defined herein shall have the same meaning as ascribed to them in the Draft Prospectus.

Your sincerely,

For Malani Somani Chandak & Associates
Chartered Accountants
ICAI Firm Registration No.: 119584W

CA Nandkishor R Malani

Partner

Membership No: 042589

Place: Pune, Maharashtra

Date: August 16, 2024

UDIN: 24042589BKCHLM1846

Enclosed : Annexure – A

Annexure A

The information provided below sets out the possible special tax benefits available to the Company, the Equity Shareholders and its Subsidiary under the Income Tax Act 1961 and under the Goods and Service Tax Act, 2017 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional tax advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

There are no Special tax benefits available to the Company except 115BAA as availed by the Company.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

There are no Special tax benefits available to the shareholders of the Company.

Note:

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

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We 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.

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SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

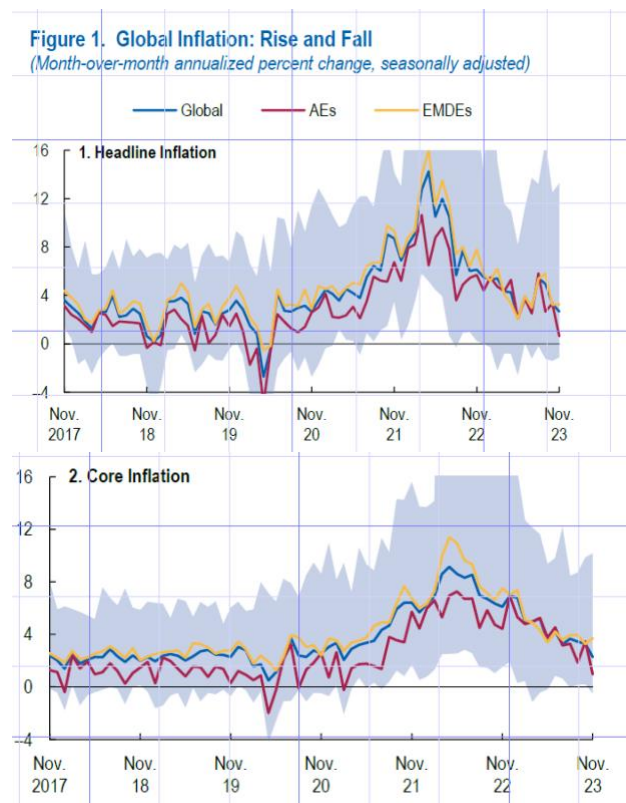
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Offer have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.

GLOBAL OUTLOOK

The global economic recovery from the COVID-19 pandemic, Russia’s invasion of Ukraine, and the cost-of-living crisis is proving surprisingly resilient. Inflation is falling faster than expected from its 2022 peak, with a smaller-than-expected toll on employment and activity, reflecting favorable supply-side developments and tightening by central banks, which has kept inflation expectations anchored. At the same time, high interest rates aimed at fighting inflation and a withdrawal of fiscal support amid high debt are expected to weigh on growth in 2024.

Growth resilient in major economies. Economic growth is estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economies. In several cases, government and private spending contributed to the upswing, with real disposable income gains supporting consumption amid still-tight—though easing—labor markets and households drawing down on their accumulated pandemic-era savings. A supply-side expansion also took hold, with a broad-based increase in labor force participation, resolution of pandemic-era supply chain problems, and declining delivery times. The rising momentum was not felt everywhere, with notably subdued growth in the euro area, reflecting weak consumer sentiment, the lingering effects of high energy prices, and weakness in interest-rate-sensitive manufacturing and business investment. Low-income economies continue to experience large output losses compared with their prepandemic (2017–19) paths amid elevated borrowing costs.

Inflation subsiding faster than expected. Amid favorable global supply developments, inflation has been falling faster than expected, with recent monthly readings near the prepandemic average for both headline and underlying (core) inflation (Figure 1). Global headline inflation in the fourth quarter of 2023 is estimated to have been about 0.3 percentage point lower than predicted in the October 2023 WEO on a quarter-over-quarter seasonally adjusted basis. Diminished inflation reflects the fading of relative price shocks— notably those to energy prices—and their associated pass-through to core inflation.¹ The decline also reflects an easing in labor market tightness, with a decline in job vacancies, a modest rise in unemployment, and greater labor supply, in some cases associated with a strong inflow of immigrants. Wage growth has generally remained contained, with wage-price spirals—in which prices and wages accelerate together—not taking hold. Near-term inflation expectations have fallen in major economies, with long-term expectations remaining anchored.



Sources: Haver Analytics; and IMF staff calculations.

Note: The figure plots the median of a sample of 57 economies that accounts for 78 percent of World Economic Outlook world GDP (in weighted purchasing-power-parity terms) in 2023. Vertical axes are cut off at -4 percent and 16 percent. The bands depict the 10th to 90th percentiles of inflation across economies. "Core inflation" is the percent change in the consumer price index for goods and services, excluding food and energy (or the closest available measure). AEs = advanced economies; EMDEs = emerging market and developing economies.

High borrowing costs cooling demand. To reduce inflation, major central banks raised policy interest rates to restrictive levels in 2023, resulting in high mortgage costs, challenges for firms refinancing their debt, tighter credit availability, and weaker business and residential investment. Commercial real estate has been especially under pressure, with higher borrowing costs compounding postpandemic structural changes. But with inflation easing, market expectations that future policy rates will decline have contributed to a reduction in longer-term interest rates and rising equity markets (Box 1). Still, long-term borrowing costs remain high in both advanced and emerging market and developing economies, partly because government debt has been rising. In addition, central banks' policy rate decisions are becoming increasingly asynchronous. In some countries with falling inflation—including Brazil and Chile, where central banks tightened policy earlier than in other countries—interest rates have been declining since the second half of 2023. In China, where inflation has been near zero, the central bank has eased monetary policy. The Bank of Japan has kept short-term interest rates near zero.

The Forecast

Growth Outlook: Resilient but Slow

Global growth, estimated at 3.1 percent in 2023, is projected to remain at 3.1 percent in 2024 before rising modestly to 3.2 percent in 2025 (Table 1). Compared with that in the October 2023 WEO, the forecast for 2024 is about 0.2 percentage point higher, reflecting upgrades for China, the United States, and large emerging market and developing economies. Nevertheless, the projection for global growth in 2024 and 2025 is below

the historical (2000–19) annual average of 3.8 percent, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth. Advanced economies are expected to see growth decline slightly in 2024 before rising in 2025, with a recovery in the euro area from low growth in 2023 and a moderation of growth in the United States. Emerging market and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences.

World trade growth is projected at 3.3 percent in 2024 and 3.6 percent in 2025, below its historical average growth rate of 4.9 percent. Rising trade distortions and geoeconomic fragmentation are expected to continue to weigh on the level of global trade. Countries imposed about 3,200 new restrictions on trade in 2022 and about 3,000 in 2023, up from about 1,100 in 2019, according to Global Trade Alert data.

These forecasts are based on assumptions that fuel and nonfuel commodity prices will decline in 2024 and 2025 and that interest rates will decline in major economies. Annual average oil prices are projected to fall by about 2.3 percent in 2024, whereas nonfuel commodity prices are expected to fall by 0.9 percent. IMF staff projections are for policy rates to remain at current levels for the Federal Reserve, the European Central Bank, and the Bank of England until the second half of 2024, before gradually declining as inflation moves closer to targets. The Bank of Japan is projected to maintain an overall accommodative stance.

For *advanced economies*, growth is projected to decline slightly from 1.6 percent in 2023 to 1.5 percent in 2024 before rising to 1.8 percent in 2025. An upward revision of 0.1 percentage point for 2024 reflects stronger-than-expected US growth, partly offset by weaker-than-expected growth in the euro area.

- In the *United States*, growth is projected to fall from 2.5 percent in 2023 to 2.1 percent in 2024 and 1.7 percent in 2025, with the lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labor markets slowing aggregate demand. For 2024, an upward revision of 0.6 percentage point since the October 2023 WEO largely reflects statistical carryover effects from the stronger-than-expected growth outcome for 2023.
- Growth in the *euro area* is projected to recover from its low rate of an estimated 0.5 percent in 2023, which reflected relatively high exposure to the war in Ukraine, to 0.9 percent in 2024 and 1.7 percent in 2025. Stronger household consumption as the effects of the shock to energy prices subside and inflation falls, supporting real income growth, is expected to drive the recovery. Compared with the October 2023 WEO forecast, however, growth is revised downward by 0.3 percentage point for 2024, largely on account of carryover from the weaker-than-expected outcome for 2023.
- Among other advanced economies, growth in the United Kingdom is projected to rise modestly, from an estimated 0.5 percent in 2023 to 0.6 percent in 2024, as the lagged negative effects of high energy prices wane, then to 1.6 percent in 2025, as disinflation allows an easing in financial conditions and permits real incomes to recover. The markdown to growth in 2025 of 0.4 percentage point reflects reduced scope for growth to catch up in light of recent upward statistical revisions to the level of output through the pandemic period. Output in Japan is projected to remain above potential as growth decelerates from an estimated 1.9 percent in 2023 to 0.9 percent in 2024 and 0.8 percent in 2025, reflecting the fading of one-off factors that supported activity in 2023, including a depreciated yen, pent-up demand, and a recovery in business investment following earlier delays in implementing projects.
- In emerging market and developing economies, growth is expected to remain at 4.1 percent in 2024 and to rise to 4.2 percent in 2025. An upward revision of 0.1 percentage point for 2024 since October 2023 reflects upgrades for several regions.
- Growth in emerging and developing Asia is expected to decline from an estimated 5.4 percent in 2023 to 5.2 percent in 2024 and 4.8 percent in 2025, with an upgrade of 0.4 percentage point for 2024 over the October 2023 projections, attributable to China's economy. Growth in China is projected at 4.6 percent in 2024 and 4.1 percent in 2025, with an upward revision of 0.4 percentage point for 2024 since the October 2023 WEO. The upgrade reflects carryover from stronger-than-expected growth in 2023 and increased government spending on capacity building against natural disasters. Growth in India is projected to remain strong at 6.5 percent in both 2024

and 2025, with an upgrade from October of 0.2 percentage point for both years, reflecting resilience in domestic demand.

- Growth in emerging and developing Europe is projected to pick up from an estimated 2.7 percent in 2023 to 2.8 percent in 2024, before declining to 2.5 percent in 2025. The forecast upgrade for 2024 of 0.6 percentage point over October 2023 projections is attributable to Russia's economy. Growth in Russia is projected at 2.6 percent in 2024 and 1.1 percent in 2025, with an upward revision of 1.5 percentage points over the October 2023 figure for 2024, reflecting carryover from stronger-than-expected growth in 2023 on account of high military spending and private consumption, supported by wage growth in a tight labor market.
- In Latin America and the Caribbean, growth is projected to decline from an estimated 2.5 percent in 2023 to 1.9 percent in 2024 before rising to 2.5 percent in 2025, with a downward revision for 2024 of 0.4 percentage point compared with the October 2023 WEO projection. The forecast revision for 2024 reflects negative growth in Argentina in the context of a significant policy adjustment to restore macroeconomic stability. Among other major economies in the region, there are upgrades of 0.2 percentage point for Brazil and 0.6 percentage point for Mexico, largely due to carryover effects from stronger-than-expected domestic demand and higher-than-expected growth in large trading-partner economies in 2023.
- Growth in the Middle East and Central Asia is projected to rise from an estimated 2.0 percent in 2023 to 2.9 percent in 2024 and 4.2 percent in 2025, with a downward revision of 0.5 percentage point for 2024 and an upward revision of 0.3 percentage point for 2025 from the October 2023 projections. The revisions are mainly attributable to Saudi Arabia and reflect temporarily lower oil production in 2024, including from unilateral cuts and cuts in line with an agreement through OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters), whereas non-oil growth is expected to remain robust.
- In sub-Saharan Africa, growth is projected to rise from an estimated 3.3 percent in 2023 to 3.8 percent in 2024 and 4.1 percent in 2025, as the negative effects of earlier weather shocks subside and supply issues gradually improve. The downward revision for 2024 of 0.2 percentage point from October 2023 mainly reflects a weaker projection for South Africa on account of increasing logistical constraints, including those in the transportation sector, on economic activity.

Source: World Economic Outlook Update, January 2024

Global Drone Industry Overview

The global commercial drone market size was estimated at USD 19.89 billion in 2022 and is expected to grow at a compound annual growth rate (CAGR) of 13.9% from 2023 to 2030. The market growth is attributed to the increasing enterprise application of drones across various industry verticals. Several drone manufacturers are continually testing, inventing, and upgrading solutions for diverse markets. Besides, the integration of modern technologies in commercial drones to deliver enhanced solutions is opening new growth opportunities for the commercial drone industry. The business use cases of commercial drones have expanded significantly over the past few years.

(Source: <https://www.grandviewresearch.com/industry-analysis/global-commercial-drones-market#:~:text=The%20global%20commercial%20drone%20market,13.9%25%20from%202023%20to%202030.>)

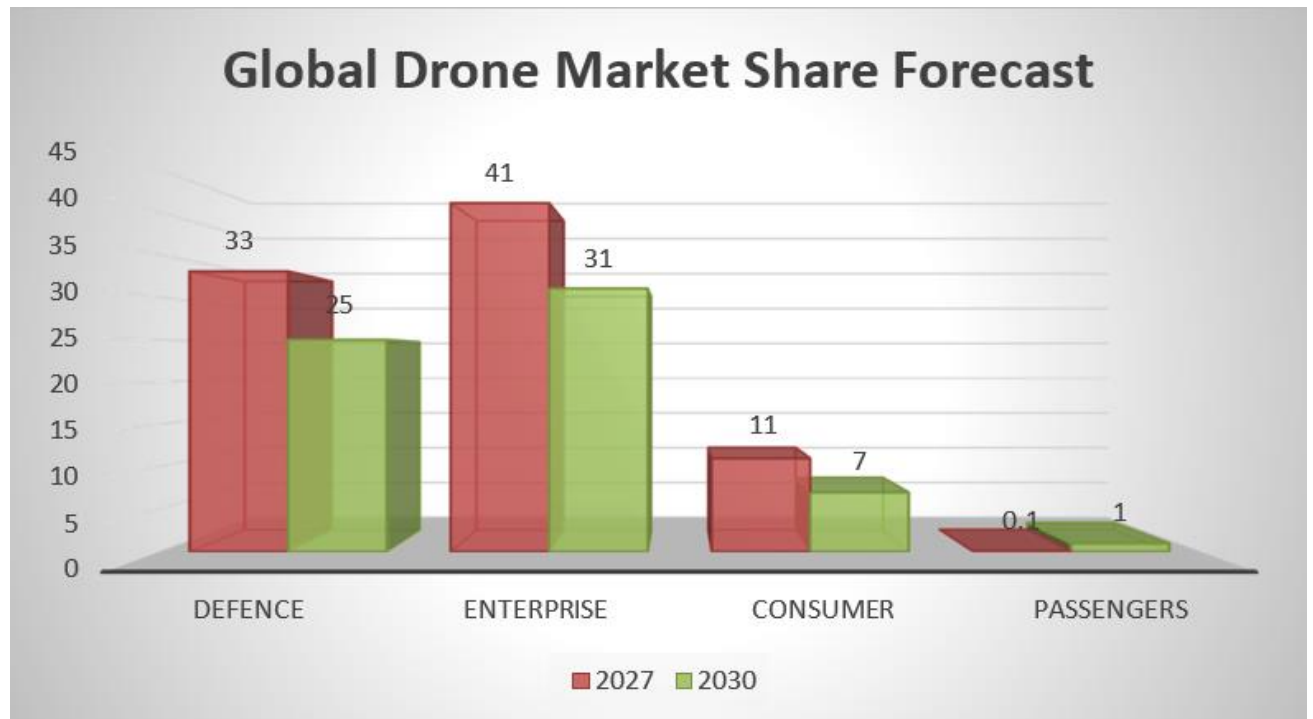
Drones are increasingly adopted in the construction and real estate sectors due to their ability to survey a property, offer constant and exact project alerts, increase safety, and prevent harmful accidents on construction sites. Moreover, their conventional applications, such as monitoring, surveillance, and security, have boosted the product demand for search and rescue operations, identifying unstable roofs in dangerous and inaccessible positions, and inspecting elevated infrastructure that might damage equipment such as electrical cables.

The commercial drone market growth is further driven by technological advances in electronics, such as modern computing, microcontrollers, processors, mobile hardware, and cameras. For instance, in September 2022, AeroVironment Inc. launched Vapor 55MX, a next-generation VAPOR Helicopter that caters to customers from the defense, commercial, and industrial sectors.

Technological advancements allow companies to design and construct measurement and annotation tools for estimating area, volume, and distance. As a result, organizations are constantly adopting Artificial Intelligence (AI) and Machine Learning (ML) solutions to retrieve accurate findings from large volumes of data. Integration of these modern technologies provides the industry with ample opportunities as they facilitate real-time, data-driven decision-making through high-speed data capture, processing, and transfer. AI-powered drones also allow users to interact and observe footage captured by other drones in real-time and track their flight paths.

Furthermore, due to the COVID-19 outbreak, there has been a significant surge in the use of drone technology in various contexts, with drones becoming immensely beneficial in such scenarios. To speed up transportation turnaround times and reduce the risk of infection, drones were widely used in the healthcare industry for the pickup and delivery of test samples and the transportation of medical supplies. According to UNICEF, over eighteen countries used drones for delivery and transportation throughout the pandemic.

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



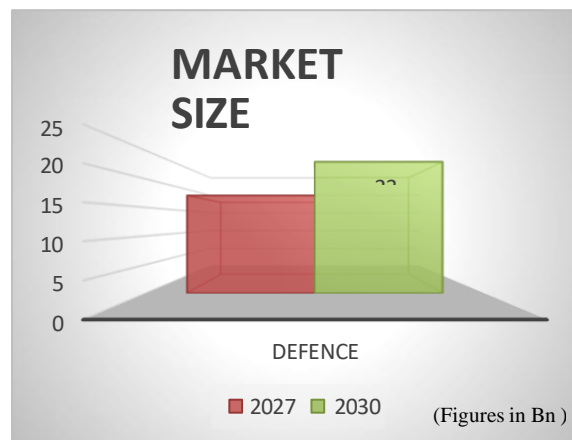
(Source: 1 Lattice, Drone Industry Report, 2023)

Global Drone Defence Market

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

LEADING GEOGRAPHICAL MARKET

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



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

MARKET SIZE

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

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

Global Drone Enterprise Market

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

enterprise drone market is set to record multi-fold growth.

It includes:

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

MARKET SIZE

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

LEADING END-USE APPLICATION

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

LEADING GEOGRAPHICAL MARKET

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

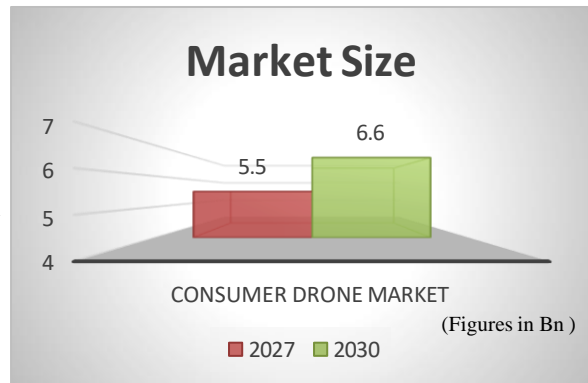
(**Source:** <https://www.globenewswire.com/en/news-release/2022/12/30/2581124/0/en/Commercial-Drone-Market-Report-on-47-38-Billion-Industry-Opportunity-Increasing-Usage-of-Small-Drones-in-Commercial-Applications-Remote-Sensing-Technologies-to-propel-the-industry-.html>.)

CONSUMER DRONE MARKET

MARKET SIZE

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

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



LEADING END-USE APPLICATION

Drone usage for recreational purposes relates to the use of drones by hobbyists for videography or simply for the fun of flying a drone. The drone market for recreational use is expected to grow due to growth in the

"experience economy" as social media takes center stage.

LEADING GEOGRAPHICAL MARKET

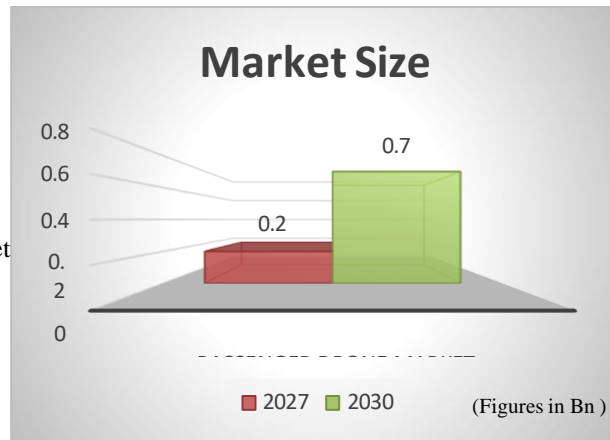
The Northern American region accounted for the largest market share of over 36% in 2022 due to increased adoption by users. Countries in the Asia-Pacific region forecast a CAGR of ~15% between 2023 and 2030 owing to China's thriving drone industry, an established consumer market in Japan, and increased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

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

PASSENGER DRONE MARKET

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

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



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

DRONE-AS-A-SERVICE

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

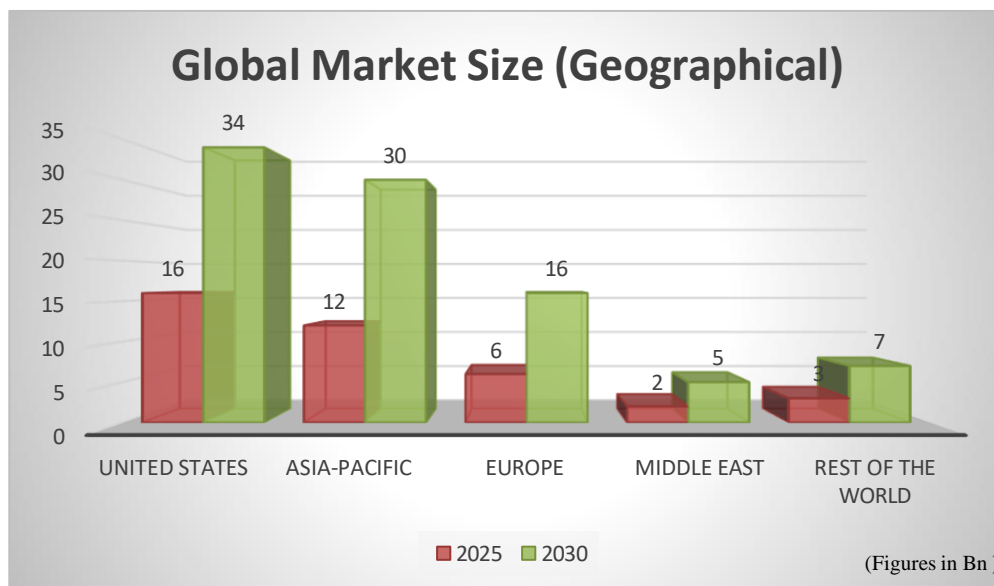
(Source: https://www.business-standard.com/podcast/technology/everything-you-need-to-know-about-the-drone-as-a-service-model-122033000072_1.html)

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

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

GLOBAL MARKET BY GEOGRAPHY

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



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

INDIAN ECONOMIC

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. India's gross domestic product (GDP) at current prices in the second quarter (Q2) of 2023-24 is estimated to be Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$ 789.2 billion) in Q2 of 2022-23, showing a growth rate of 9.1%. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. In 2023-24 (April-December), India's service exports stood at US\$ 247.92 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-December) were estimated at US\$ 565.04 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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

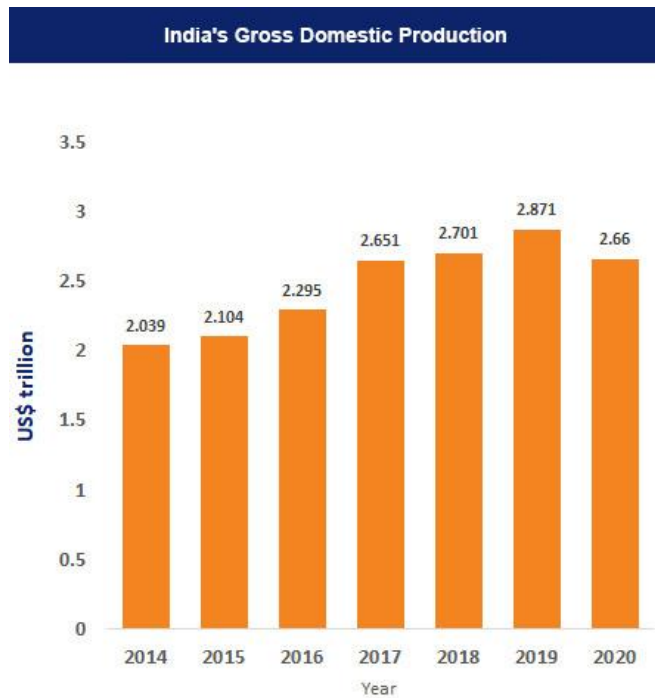
India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 296.58 trillion (US\$ 3.56 trillion) in 2023-24. Additionally, the Nominal GDP at current prices in Q2 of 2023-24 was Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$ 789.2 billion) in 2022-23, estimating a growth of 9.1%. As of 03rd October 2023, India is home to 111 unicorns with a total valuation of US\$ 349.67 Billion. Out of the total number of unicorns, 45 unicorns with a total valuation of US\$ 102.30 Billion were born in 2021 and 22 unicorns with a total valuation of \$ 29.20 Billion were born in 2022. India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. The current account deficit stood at US\$ 8.3 billion, or 1% of GDP, in the second quarter of fiscal 2023-24 as compared to US\$ 9.2 billion or 1.1% of GDP in the preceding quarter.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.



RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering

from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. 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.

- As of January 19, 2024, India's foreign exchange reserves stood at US\$ 616.14 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- Merchandise exports in December 2023 stood at US\$ 38.45 billion, with total merchandise exports of US\$ 505.15 billion during the period of April-December (2023-24).
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- At the beginning of January 2024, the PMI Services comfortably remained in the expansionary zone, registering a value of 61.2.
- In December 2023, the gross Goods and Services Tax (GST) revenue collection stood at Rs.1,64,882 crore (US\$ 19.80 billion), of which CGST is Rs. 30,443 crore (US\$ 3.65 billion), SGST is Rs. 37,935 crore (US\$ 4.55 billion).
- Between April 2000–September 2023, cumulative FDI equity inflows to India stood at US\$ 953.14 billion.
- In November 2023, the overall IIP (Index of Industrial Production) stood at 141. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 131.1, 139.2 and 176.3, respectively, in November 2023.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.55% in November 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested Rs. 261,856 crore (US\$ 31.5 billion) in India during April-December (2023-24).
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

Indian Drone Industry Overview

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

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

In India, the use of drones has been gradually rising in various applications, especially in non-commercial applications for aerial cinematography, land surveys, agriculture & mining activities, disaster management, construction activities and mapping national highways and railway tracks. According to a July 2021 report by BIS Research, the global drone market, which is currently dominated by the US, China and Israel, is estimated to reach US\$ 28.47 billion in FY21-22, with India likely to account for 4.25% share.

Drones have recorded increased adoption in the recent years owing to its widespread capabilities—from simple photography to surveillance, monitoring roads & railway lines and even delivering essentials/food items to customers. Moreover, even amid the ongoing COVID-19 pandemic, drones played a crucial role in carrying out a host of activities—from surveillance and sanitisation to temperature checks and public broadcasting—across the country. This not only helped in minimising the risk of virus spread, but also helped authorities in ensuring the safety of healthcare and police personnel.

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

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

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

POTENTIAL OF INDIAN DRONE MARKET

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

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

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

ATMANIRBHAR BHARAT AND THE SIGNIFICANCE OF DRONE MANUFACTURING IN INDIA

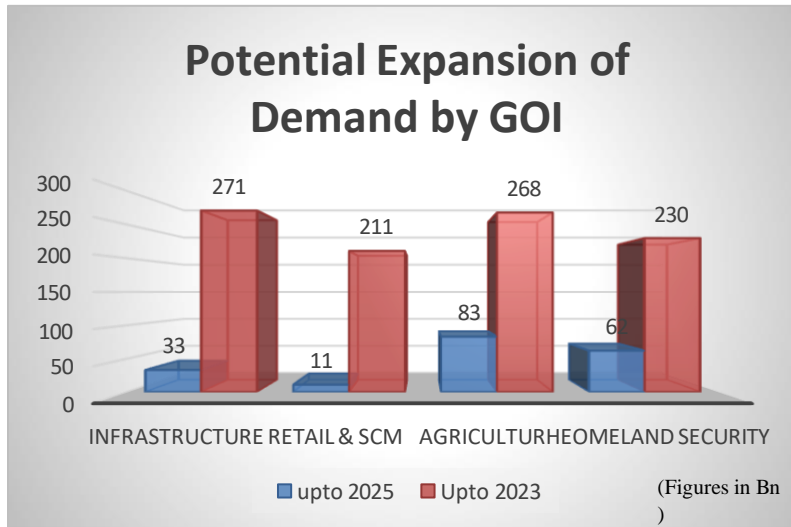
Atmanirbhar Bharat, which means self-reliant India’, is the vision of the Honorable Prime Minister of India, with a mission of making India “a greater and more significant aspect of the worldwide economy”. It is possible to accomplish this vision by seeking after arrangements that are effective, serious,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

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

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

DEMAND CREATION BY GOI

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



DEMAND THROUGH MINISTRIES

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

THE THREE PS: PROCUREMENT PROCESSES, PERMISSIONS AND PSUS

Simplifying procurement processes

- A strong case exists to simplify the tendering process of drones by establishing use-case wise standard specs across government departments.
- Considering that drones are an emerging technology and all companies working on the same are startups, procurements process should not have a heavy Pre-Q criterion (most drone companies do not have significant revenue at this stage) — the process should be QCBS based i.e., Quality cum Cost-Based Selection.
- Adoption would be dramatically accelerated if there were to be procurement commitment of at least 25% or 50% of quantities, in the case of nearest specifications or single-vendor scenarios, respectively.

Permissions

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

PSUs

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

COLLATERAL-FREE AND PERSONAL-GUARANTEE FREE LOANS

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

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

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

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

REGULATORY ENVIRONMENT

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

New liberalised drone policy – Drone Rules 2021

Realising the immense potential of drones, which can substitute humans to perform difficult and time-consuming tasks, on August 26, 2021, the Indian Government released 'Drone Rules, 2021', which comprised major upgrades of the existing drone norms. The new regulations enabled commercial usage of drones, granted drones a legal status and made the market more liberal & conducive for its application in various segments; thus, boosted drone businesses in India. The new policy is an improvised version of the Unmanned Aircraft System (UAS) Rules, March 2021, which required excessive licensing and permissions, wherein >10-12 licences were required for research & development, manufacturing, importing and operating drones; all this just failed to help the sector. Moreover, other mandates related to fines and technical requirements were also not favourable.

Through this new liberalised drone policy, the government aims to aid individuals and businesses leverage drone technology to its best. Some key enhancements of the new Drone Rules, 2021, policy are as follows:

- Reduction in the licensing fees irrespective of the drone size. For example, the remote pilot license fee, which was Rs. 3,000 (US\$ 40.14) for a large-sized drone, has been reduced to Rs. 100 (US\$ 1.34) for all drone categories
- No pilot licence requirement for non-commercial micro drones and nano drones
- Relaxation on various approvals and certificates pertaining to conformance, manufacturing, airworthiness, maintenance, import clearance, acceptance of existing drones, operator permit, authorisation of R&D organisation and student remote pilot licence
- Abolition of approvals such as unique authorisation number and unique prototype identification number
- Type certificate and unique identification number required only for drones operating in India, but exemption granted for drones that are imported or manufactured only for export purposes
- Drone corridors to be developed for cargo deliveries
- Setting up a drone promotion council for exchange of healthy business communication
- Revoked flight permission requirements up to 400 ft. in ‘green zones’ and up to 200 ft. in the area ranging 8-12 kms from the airport perimeter. Green zones refer to the airspace up to a vertical distance of 400 ft.
- Digital sky platform will be launched as a single-window online system to ease business operations and streamline processes. An interactive airspace map will be launched on this platform, showing red, green and yellow zones, specifying the operation of drones
- Easy process of transfer and deregistration of drones
- Maximum penalty for violations has been reduced to Rs. 1 lakh (US\$ 1338.13)
- Facilitate ease of doing business for foreign-owned companies operating in drone business but are registered in India

Drone Zones – Permission Protocol



Image Courtesy – Flykit Blog

Liberalised policy to be a gamechanger for government and other sectors

In a recent September 2021 interview with Moneycontrol, Chief of the Drone Federation of India, Mr. Smit Shah stated that on the back of the new policy, India’s drone market is expected to reach Rs. 50,000 crore (US\$ 6.69 billion) in five years and Rs. 30,000 crore (US\$ 4.01 billion) in the next three years. Following this, the Minister of Civil Aviation Mr. Jyotiraditya Scindia applauded the new drone laws and stated that air taxi can be a reality in India soon, since drones weighing up to 500 kgs have now come under the ambit of the new drone

policy, which used to be 300 kgs under the previous regime. He also added that the Defence Ministry, the Home Ministry and BCAS (Bureau of Civil Aviation Security) are planning to work in the direction by leveraging the "counter rogue drone technology". Mr. Smit Shah also suggests that drones can be helpful in transporting lifesaving drugs and vaccines in rural areas. In September 2021, Telangana had tested drones to deliver COVID-19 vaccines. It was the first state to conduct an experiment in this direction and was successful in the same. As per an October 6, 2021, report, researchers at the Indian Institute of Science (IISc) are working towards launching drone skyways/corridors that will help in timely delivery of life saving drugs, vaccines and organs for transplant.

The government is already leveraging the power of drone technology in various development programmes. For instance, the SVAMITVA Scheme (Survey of Villages and Mapping with Improvised Technology in Village Areas) was launched in April 2020 to help Indian rural residents establish clear ownership of their properties by mapping land parcels through drones. The scheme benefitted >6,62 lakh villages, granting financial stability to the rural population and enabling them to use their land to complete transactions/avail loans. .

Another project in Telangana—'Hara Bahara', a programme that aims to plant 1 billion trees by 2030—will be undertaken in partnership with a drone start-up called 'Marut Drones'. Marut Drones' will use its "Seedcopter" drone for seeding in planned areas. For a similar project, drones were deployed by the Indian Forest Department to monitor plantation in Nagpur in 2018.

Domestic manufacturing to get fillip

While the new 'Drone Rules, 2021' being at par with international standards, the policy needs to be implemented immediately to reap the desired benefits. The value chain of the drone sector comprises hardware (drone manufacturer), software and service delivery. As India currently imports specific components from the US, China and Europe and only assembles the finished product domestically, it aims to manufacture indigenous drones and thereby, master the entire value chain. Following this, component manufacturing will gradually scale up on the back of liberalised drone laws and government policies such as [production-linked incentive \(PLI\) schemes](#) that boost local manufacturing.

PLI scheme to appraise the drone market value and boost manufacturing

The PLI scheme, which was launched in August 2021, envisages an outlay of Rs. 120 crore (US\$ 16.06 million) spread over three years for drone manufactures. The PLI for a drone manufacturer will be capped at 25% of the total annual outlay. This scheme is expected to double the combined sales turnover of all domestic drone manufacturers in FY2021-22. The Civil Aviation Ministry estimates India's drone sector to achieve a total turnover of Rs. 120-150 billion (US\$ 1.63-2.04 billion) by 2026, from its current turnover of about Rs. 800 million (US\$ 10.88 million). In addition, the government plans to attract investments of Rs. 5,000 crore (US\$ 669.07 million) in the next three years in the drone [manufacturing industry](#) and create >10,000 job opportunities. The government is also encouraging start-ups and MSMEs (Micro, Small and Medium Enterprises) to invest in drone technology by easing the eligible annual sales bracket at a minimum level—Rs. 2 crore (US\$ 267.63 thousand) for drones and Rs. 50 lakh (US\$ 66.91 thousand) for drone components.

Attract investments and facilitate solid private sector participation

The new drone laws have started facilitating traction in the market, as numerous companies are partnering to disseminate technology knowledge and attract funds. For example, in June 2021, Swiggy, a food delivery platform, and ANRA Technologies Private Limited, an integrated airspace management firm, received a go-

ahead from the Ministry of Defence, the Directorate General of Civil Aviation and the Ministry of Civil Aviation to begin trials for beyond visual line of sight (BVLOS) drone food deliveries in India. Following this, Swiggy partnered with Skylark to test its drone delivery operations. In July 2021, Info Edge Ventures and Indian Angel Network (IAN) fund invested Rs. 220 million (US\$ 3 million) in Bengaluru-based Skylark Drones.



Image Courtesy – TheIndianTalks

In August 2021, DCM Shriram Industries brought 30% shares of Zyrone Dynamics Havacilik Danismanlik Ve Ar-Ge San. Tic. A.S., a Turkish drone manufacturer. Both companies will work towards marketing drone in India and worldwide. Also, in August 2021, RattanIndia Enterprises invested in the US-based, Matternet, the world's most extensive urban drone logistics platform. Under the deal terms, an Indian subsidiary will be formed to focus on the drone business in India.

Moreover, companies such as Tata Steel are deploying drones for various monitoring tasks. In June 2020, Zomato was exploring urban air mobility (UAM) technology to complete deliveries through drones. The company did not make any stark progress due to various regulatory hurdles in the drone business but may soon revisit the plan.

(source: <https://www.ibef.org/blogs/indian-drone-industry-reaching-the-skies>)

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OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read “Forward Looking Statements” on page 15 of this Draft Prospectus for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our Company’s strengths and its ability to successfully implement its business strategies may be affected by various factors that have an influence on its operations, or on the industry segment in which our Company operates, which may have been disclosed in “Risk Factors” on page 22. This section should be read in conjunction with such risk factors.

Unless otherwise indicated, industry and market data included in this section has been derived from the industry sources. This section should be read in conjunction with the “Industry Overview” on page 101 of this Draft Prospectus. Our Financial Year ends on March 31 of each year, and references to a particular Financial Year are to the 12-month period ended March 31 of that year.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our “Restated Financial Information”, included in this Draft Prospectus on page 190.

OVERVIEW

Our Company is a multifaceted service company offering diverse services in the drone ecosystem. Our key services included – (a) DaaS (Drone-as-a-Service); (b) Drone data acquisition & processing; (c) Drone distribution, training and maintenance; and (d) Distribution of Geographic information system & Photogrammetry software. Our key service areas have been described below:

DaaS (Drone-as-a-Service)

Drone as a Service (DaaS) is a growing industry that offers a variety of services using remotely controlled drones equipped with sensors and cameras:

Data collection: Drones can collect data for a range of industries, including agriculture, real estate, and healthcare.

Inspection: Drones can be used to inspect infrastructure, such as power lines and oil rigs, or to survey areas for assets.

Delivery or Spraying of fertiliser uniformly: Drones can be used to deliver goods, including food, and can also be used for medical or emergency recovery services. Drones can also be used to uniformly spray pesticides from a distance, reducing the risk of overspraying and ensuring safety of farmers,

Surveillance: Drones can be used to capture aerial photography or videography, thereby facilitating silent surveillance.

Drones can be more efficient and cost-effective than traditional methods for gathering data, and can improve the accuracy of processes and speed of traditional methods.

Our Company has a presence in all of the aforementioned service verticals, and offers services such as, Agriculture Spraying of fertilizers, herbicides & bio-pesticides, inland security, surveillance & monitoring, port security, surveillance & monitoring, mine surveillance and monitoring & stock-pile calculations.

Multi-spectral data processing

Our Company has the capabilities of acquiring data using multi-spectral sensor, processing this data for crop health analysis, crop disease monitoring and crop yield estimation. The purpose of this data processing is to collect detailed

insights into crop health and conditions, which in turn helps farmers in making an informed decisions and taking proactive measures to improve their yields. We believe that multispectral drone imaging will revolutionize farming by making agriculture more efficient, profitable and sustainable. In furtherance of the above, we have entered into a memorandum of understanding with Meero Digital Labs Private Limited for the purpose of capturing images from its drones in Maharashtra and Uttar Pradesh covering an area of approximately 1,000 acres and 500 acres respectively.

Drone distribution, training and maintenance

Our Company, since 2019 has been one of the resellers of unmanned aerial vehicles (“UAVs”), commonly known as ‘drones’, manufactured by ideaForge Technology Limited (“**ideaForge**”). We market, sell and distribute UAVs manufactured by ideaForge, on a non-exclusive basis in India. The UAVs distributed by us for ideaForge, include, Q Series, Netra V Series, Netra Pro and Switch. In addition to distribution, we also offer technical support and maintenance for the UAVs sold by us. On behalf of ideaForge, we have provided distribution and technical services to (i) educational institutions, including but not limited to, Indian Institute of Technology, National Institute of Technology, Kerala Highway Research Institute, Punjab University, University of Pune; (ii) armed and naval force units, such as, ASC Centre (North) -1 ATC, Bangalore, Border Road Organisation, INS Shivaji, INS Kadamba, 24 Maratha LI; and (iii) forest departments such as, Goa Forest Department and Kerala Forest and Wildlife Department.

In the year, 2023, we started offering services in the capacity of a service provider to ideaForge. The UAV services provided by us include:

- a) *Field Services*: To provide field services, whereby our service engineers visit the customer onsite and address the issues faced by such customer;
- b) *Demonstrations and Trials*: To conduct demonstrations and trials of the products of ideaForge for their potential customers;
- c) *Training*: To undertake training for the agents, re-sellers, distributors and customers of ideaForge; and

As part of the above, our Company is also required to designated certain number of professionals, such as field service engineers, customer support engineers, pilots & trainers for executing the aforementioned services.

In order to offer technical support to our customers and to their respective customers, we have employed a team of experience personnel, including trained pilots, remote customer support engineers, field customer support engineers and trainers. For some of our clients, we also offer stationing of our employees for our DaaS services. For instance, for ideaForge, we have stationed some of our pilots in Uttarakhand for executing a surveillance projects. Our pilots are also stationed at Pune, Lucknow, Itarsi & Dehradun for executing projects of our customers. Our engineers are stationed at Bhopal, Shimla, Chandigarh, Lucknow, Jaipur, Assam, Bangalore and Kolkata for offering training and repair and maintenance services to our customers.

Distributor of geographic information system and photogrammetry software products

A geographic information system (“GIS”) is a computer system used for capturing, storing, checking, and displaying data related to positions on Earth’s surface. GIS can show many different kinds of data on one map, such as streets, buildings, and vegetation. This enables people to more easily see, analyse, and understand patterns and relationships. Our Company acts as a reseller for reputed GIS software developers, namely, USA based Blue Marble Geographics and Canada based Avenza Systems INC. In addition to reselling of software products, we also provide after sales services, such as GIS software training and software support.

A photogrammetry software enables processing of aerial imagery captured by a drone to generate photorealistic and high resolution three-dimensional Digital Terrain Models (DTM) & Digital Elevation Models from a set of overlapping digital photographs that have been taken from different viewpoints. We act as a reseller for Agisoft LLC, Russia, whereby we market and sell their photogrammetry software, Agisoft Metashape and provide technical support for the same. We also provide training over Metashape, a reputed drone processing software.

GIS and Metashape software are being used extensively in various domains such as defense, forestry, mining, infrastructure, renewable energy, space applications, telecom, city gas distribution, power distribution, water resources & agriculture.

We also offer data processing services in GIS and photogrammetry. This includes, georeferencing, creation of ORI (orthorectified imagery), 3D point cloud, DEM (digital elevation model) and DTM (digital terrain model). As part of our data processing services, we recently acquired data for 54.00 sq. km. of area using RYNO UAV under the SVAMITVA Scheme. This data was acquired for various villages in Agra District, Uttar Pradesh in the year 2022. Further, in 2023, we had undertaken data acquisition using mapping payload, DGPS (differential geographical position system) survey, drone data processing and an ortho-rectified imaging for All India Institute of Local Self Government. As part of the said project, we had acquired data across 95.57 Sq. Km. spanning eight municipal councils in Latur District of Maharashtra, for the purpose of property tax collection.

Our revenues from operations for the Fiscals 2024, 2023 and 2022 were ₹ 1,075.03 lakhs, ₹ 878.09 lakhs and ₹ 549.22 lakhs, respectively. Our EBITDA for the Fiscals 2024, 2023 and 2022 were ₹ 328.31 lakhs, ₹ 82.48 lakhs and ₹ 45.43 lakhs, respectively. Our profit after tax for the Fiscals 2024, 2023 and 2022 was ₹ 233.15 lakhs, ₹ 47.01 lakhs and ₹ 23.28 lakhs, respectively. For further details, please refer to the section titled “Financial Information” on page 190 of this Draft Prospectus.

REVENUE BREAK-UP

- a) A revenue breakup of the services offered by our Company during the Fiscals 2024, 2023 and 2022 have been provided below:

(₹ in lakhs)

S. No.	Particulars	March 31, 2024		Fiscal 2023		Fiscal 2022	
		Revenue (₹ in lakhs)	% of revenue from operations	Revenue (₹ in lakhs)	% of revenue from operations	Revenue (₹ in lakhs)	% of revenue from operations
1.	Sale of Drone	232.42	21.62%	422.97	48.17%	288.31	52.49%
2.	Sale of Software	236.94	22.04%	441.94	50.33%	258.62	47.09%
3.	Sale of Services	605.67	56.34%	13.18	1.50%	2.28	0.42%
Total		1,075.03	100.00%	878.09	100.00%	549.22	100.00%

- b) A state-wise revenue breakup of the revenue earned from the sale of our services during Fiscals 2024, 2023 and 2022 have been provided below:

(₹ in lakhs)

S. No	State	March 31, 2024		Fiscal 2023		Fiscal 2022	
		Revenue (₹ in lakhs)	% of revenue from operations	Revenue (₹ in lakhs)	% of revenue from operations	Revenue (₹ in lakhs)	% of revenue from operations
1.	Jammu & Kashmir	6.57	0.61%	21.73	2.50%	14.94	2.80%
2.	Punjab	3.63	0.34%	19.42	2.24%	1.63	0.31%
3.	Haryana	23.66	2.20%	9.64	1.11%	1.27	0.24%
4.	Delhi	13.48	1.25%	59.51	6.85%	19.48	3.65%
5.	Rajasthan	8.97	0.83%	11.46	1.32%	18.99	3.56%
6.	Uttar Pradesh	32.33	3.01%	36.14	4.16%	33.08	6.20%
7.	Arunachal Pradesh	1.45	0.13%	2.76	0.32%	4.9	0.92%
8.	Meghalaya	38.56	3.59%	0	0.00%	0	0.00%
9.	Assam	2.47	0.23%	1.19	0.14%	5.21	0.98%
10.	West Bengal	10.13	0.94%	4.82	0.55%	4.27	0.80%

S. No	State	March 31, 2024		Fiscal 2023		Fiscal 2022	
		Revenue (₹ in lakhs)	% of revenue from operations	Revenue (₹ in lakhs)	% of revenue from operations	Revenue (₹ in lakhs)	% of revenue from operations
11.	Jharkhand	7.75	0.72%	11.6	1.34%	139.92	26.23%
12.	Chattisgarh	3.55	0.33%	25.85	2.98%	9.43	1.77%
13.	Madhya Pradesh	6.73	0.63%	21.49	2.47%	16.07	3.01%
14.	Gujarat	45.75	4.26%	47.5	5.47%	14.38	2.70%
15.	Maharashtra	611.34	56.87%	339.83	39.13%	109.28	20.49%
16.	Karnataka	19.87	1.85%	99.61	11.47%	37.65	7.06%
17.	Goa	4.33	0.40%	0.73	0.08%	1.77	0.33%
18.	Kerala	5.93	0.55%	28.74	3.31%	40.19	7.53%
19.	Tamil Nadu	9.64	0.90%	38.69	4.45%	11.47	2.15%
20.	Telangana	202.59	18.84%	64.36	7.41%	8.42	1.58%
21.	Andhra Pradesh	1.54	0.14%	3.08	0.35%	3.07	0.58%
22.	Ladakh	0.54	0.05%	0	0.00%	0	0.00%
23.	Uttarakhand	4.02	0.37%	1.14	0.13%	7.07	1.33%
24.	Odisha	2.40	0.22%	6.83	0.79%	26.25	4.92%
25.	Bihar	-	-	8.52	0.98%	0	0.00%
26.	Himachal Pradesh	-	-	1.2	0.14%	4.69	0.88%
27.	Tripura	-	-	2.7	0.31%	0	0.00%
28.	Mizoram	3.26	0.30%	-	-	-	-
Total		1,070.49	99.58%	868.54	98.91%	533.43	97.13%

In addition to the above, our exports for Fiscals 2024, 2023, and 2022 were ₹ 4.54 lakhs, ₹ 9.55 lakhs, and ₹ 15.79 lakhs respectively.

c) A detailed revenue breakup of our Company during the Fiscals 2024, 2023 and 2022 have been provided below:
(₹ in lakhs)

Particulars	March 31, 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations	1,075.03	878.09	549.22
Other Income	4.98	4.54	3.46
Total	1,080.01	882.63	552.68

d) The following is the revenue breakup of the top ten customers of our Company during Fiscals 2024, 2023 and 2022:

Sale of Drone:

Fiscal 2024

S. No.	Party Name	Revenue (₹ in lakhs)	% of total revenue of segment
1	Shreemukh Realtors	66.00	28.40%
2	M/s. RQ TRADERS	45.00	19.36%
3	Earthtree Enviro Pvt. Ltd..	38.00	16.35%
4	Motilal Nehru National Institute of Technology	18.76	8.07%
5	24 Maratha LI- Pune	14.25	6.13%
6	National Indtitute of Technology-Warangaql	13.90	5.98%
7	Bhagyalakshmi Rolling	13.40	5.77%

8	College of Agricultural ET- Navasari	8.66	3.72%
9	C-DAC- KOLKATA	8.50	3.66%
10	Lloyds Metal & Energy Limited	3.48	1.50%

Fiscal 2023

(₹ in lakhs)

S. No.	Party Name	Revenue (₹ in lakhs)	% of total revenue of segment
1	Pioneer Foundation Engineers	138.00	33%
2	Kerala Highway Research Institute	28.29	7%
3	Spectra Geosolutions LLP	28.17	7%
4	Thriveni Earthmovers Pvt. Ltd.	26.29	6%
5	Indian Institute of Space Science & Technology	21.71	5%
6	Land & Coast	18.66	4%
7	National Agricultural Higher Education- Sher-E-Kash	16.38	4%
8	Saptrishi Consultancy Services Ltd.	16.26	4%
9	Flying Technology Solutions	14.94	4%
10	College of Agricultural Engineering & Technology- S	14.67	3%

Fiscal 2022

(₹ in lakhs)

S. No.	Party Name	Revenue (₹ in lakhs)	% of total revenue of segment
1	Thriveni Earthmovers Pvt. Ltd.	121.26	42%
2	Yogeshwar Associates	18.78	7%
3	CADD Consulting Engineers Pvt. Ltd.	18.00	6%
4	Land & Coast	15.63	5%
5	Shre-E-Kashmir University- Jammu	12.31	4%
6	Pune University	12.15	4%
7	State Forest Training Institute- Kerala	11.58	4%
8	RegalarTech Pvt. Ltd.	11.35	4%
9	IIT- Bhilai	9.43	3%
10	Pune Police- Pashan	5.69	2%

Sale of Service:

Fiscal 2024

(₹ in lakhs)

S. No.	Party Name	Revenue (₹ in lakhs)	% of total revenue of segment
1	Ideaforge Technology Limited-Projects	496.16	81.92%
2	M/s. RQ TRADERS	30.00	4.95%
3	Vasavi PDL Ventures Private Limited	27.18	4.49%
4	All India Institute of Local Self-Government	22.96	3.79%
5	Adani Green Energy Ltd.	5.07	0.84%
6	LARSEN & TOUBRO LTD. CONSTRUCTION	4.70	0.78%
7	Adani Enterprises Limited	4.00	0.66%
8	ACWADAM-PUNE	2.87	0.47%
9	Sterlite Power Transmission Ltd - Haryana	1.10	0.18%
10	Adani Logistics Ltd.	1.09	0.18%

Fiscal 2023*(₹ in lakhs)*

S. No.	Party Name	Revenue (₹ in lakhs)	% of total revenue of segment
1	Pioneer Foundation Engineers	5.08	39%
2	Flying Technology Solutions	2.40	18%
3	All India Institute of Local Self-Government	1.72	13%
4	Techno Essence Solutions Pvt. Ltd.	1.08	8%
5	Sterlite Power Transmission Ltd	1.00	8%
6	Ideaforge Technology Pvt. Ltd.- Software	0.60	5%
7	JSPM College-Pune	0.50	4%
8	SAMARTHYA ABHIYANTA ,AHMEDABAD	0.36	3%
9	HQ 33 CORPS	0.20	1%
10	Central Water Commission-(CWC) -New Delhi	0.17	1%

Fiscal 2022*(₹ in lakhs)*

S. No.	Party Name	Revenue (₹ in lakhs)	% of total revenue of segment
1	Kalpataru Power Transmission Ltd	0.60	26%
2	HYDRO GEOSURVEY CONSULTANT PVT. LTD	0.55	24%
3	FOREST-PONDA GOA	0.50	22%
4	Brian Wallace Photography	0.27	12%
5	Jubilant Ingrevia Limited	0.25	11%
6	Mr. Atop Lego-Itanagar	0.08	4%
7	R.R. ENGINEERING SERVICES	0.03	1%

Sale of Software:**Fiscal 2024***(₹ in lakhs)*

S. No.	Party Name	Revenue (₹ in lakhs)	% of total revenue of segment
1	Cyient Limited, Hyderabad	8.78	3.71%
2	SECON Private Limited	7.62	3.22%
3	HMBS Textiles Pvt. Ltd.	6.89	2.91%
4	Manschaft IT Private Limited	6.37	2.69%
5	Kalopsia Technologies	5.71	2.41%
6	Lloyds Metal & Energy Limited	5.60	2.36%
7	Vtol Aviation India Pvt. Ltd.	5.50	2.32%
8	Centre for Marine Living Resources & Ecology	5.33	2.25%
9	Spacecom Surveyours Pvt. Ltd	5.18	2.19%
10	Ralco Synergy Pvt. Ltd.	5.10	2.15%

Fiscal 2023*(₹ in lakhs)*

S. No.	Party Name	Revenue (₹ in lakhs)	% of total revenue of segment
1	Aarav Unmanned Systems Pvt. Ltd.	50.77	11%
2	Genesys Internstional Corporation Ltd.	32.44	7%

3	Karnataka State Remote Sensing Application Centre-	29.70	7%
4	Aarvee Associates Pvt Ltd, Hyderabad	19.79	4%
5	Survey of India Jabalpur	18.31	4%
6	National Remote Sensing Centre	17.78	4%
7	Brane Services Private Limited	15.77	4%
8	LARSEN & TOUBRO LTD. CONSTRUCTION	15.24	3%
9	Hindalco Industries Limited	9.00	2%
10	Zamling Infotech	7.97	2%

Fiscal 2022

(₹ in lakhs)

S. No.	Party Name	Revenue (₹ in lakhs)	% of total revenue of segment
1	InterCAD Systems Private Limited	27.52	11%
2	Thriveni Earthmovers Pvt. Ltd.	19.92	8%
3	Amoda Enterprises	13.50	5%
4	NTPC Limited	13.23	5%
5	Aarav Unmanned Systems Pvt. Ltd.	12.58	5%
6	Asteria Aerospace Limited	8.37	3%
7	LARSEN & TOUBRO LTD. CONSTRUCTION	6.29	2%
8	Sterlite Power Transmission Ltd	5.64	2%
9	Aerodyne India Ventures	4.05	2%
10	Cyient Limited, Hyderabad	3.38	1%

e) The following is the breakup of the top ten suppliers of our Company during the Fiscals 2024, 2023 and 2022:

Purchase of Drone:

Fiscal 2024

(₹ in lakhs)

S. No.	Party Name	Purchases (₹ in lakhs)	% of total purchases for segment
1	INGRAM Micro India Pvt. Ltd.	51.78	40.23%
2	PV Lumens LLP	50.77	39.45%
3	CBAI Technologies Pvt. Ltd.	9.40	7.30%
4	Hyperpixel Robotics Pvt. Ltd'	6.92	5.38%
5	RegalarTech Pvt. Ltd.	3.00	2.33%
6	Anupan Tools & Equipment	1.60	1.24%
7	Ideaforge Technology Pvt. Ltd.	1.59	1.24%
8	Drkstore	1.19	0.92%
9	Lee The Computer Shoppee	0.90	0.70%
10	3S Engineering Corporation	0.57	0.44%

Fiscal 2023

(₹ in lakhs)

S. No.	Party Name	Purchases (₹ in lakhs)	% of total purchases for segment
1	Savex Technologies Pvt. Ltd.	163.10	40%
2	Ideaforge Technology Pvt.Ltd.	108.13	26%

3	PV Lumens LLP	79.86	20%
4	INGRAM Micro India Pvt. Ltd.	45.63	11%
5	V S Safety Enterprise (OPC) Pvt. Ltd.	7.51	2%
6	Electrogig Technologies	3.30	1%
7	Precise Telematics & Ventures LLP	0.63	0%

Fiscal 2022

(₹ in lakhs)

S. No.	Party Name	Purchases (₹ in lakhs)	% of total purchases for segment
1	Ideaforge Technology Pvt Ltd	220.31	98%
2	Deftech&GreenindiaPvt. Ltd.	2.45	1%
3	Janak Positioning & Surveying	1.55	1%
4	Yogeshwar Associates	0.19	0%

Purchase of Software:

Fiscal 2024

(₹ in lakhs)

S. No.	Party Name	Purchases (₹ in lakhs)	% of total purchases for segment
1	Blue Marble Geographics, USA	120.10	58.77%
2	Agisoft LLC	59.12	28.93%
3	Fine Softwares	11.55	5.65%
4	GOLDEN SOFTWARE, LLC	10.55	5.16%
5	Avenza Systems Inc	3.04	1.49%

Fiscal 2023

(₹ in lakhs)

S. No.	Party Name	Purchases (₹ in lakhs)	% of total purchases for segment
1	Agisoft LLC	134.74	51%
2	Blue Marble Geographics,USA	108.20	41%
3	Fine Softwares	10.34	4%
4	GOLDEN SOFTWARE,LLC	5.44	2%
5	Shanghai Jiyi Intelligence Co. Ltd.	3.88	1%
6	Avenza Systems Inc	1.85	1%
7	Scientific Sales Inc	0.95	0%

Fiscal 2022

(₹ in lakhs)

S. No.	Party Name	Purchases (₹ in lakhs)	% of total purchases for segment
1	Blue Marble Geographics,USA	73.92	44%
2	Agisoft LLC	72.71	44%
3	Fine Softwares	14.13	8%
4	GOLDEN SOFTWARE,LLC	3.38	2%
5	AQUAVEO LLC	1.51	1%
6	Avenza Systems Inc	1.15	1%
7	Vsoft Technologies	0.13	0%

OUR SERVICES

UAV technical services

We offer after sales services in the form of UAV maintenance and training. A snapshot of our services has been described below:

Field Services	Our engineers are stationed at Bhopal, Shimla, Chandigarh, Lucknow, Jaipur, Assam, Bangalore and Kolkata for offering training and repair and maintenance services to our customers. Upon receipt of a complaint, the near field engineer, visits the location of the complainant and resolved the issue, either by performing repairs or by contacting the manufacturer for replacing the drone secured by warranty.
Demonstrations and Trials	On receiving a demonstration and trial request from a manufacturer, we schedule a pre-trial meeting with the manufacturer, to discuss the demonstration /trial methodology. We also offer mock test flights for the manufacturer prior to the final demonstration proposed to be done for the customer. On the day of the demonstration, our service engineers and pilots demonstrate the feature of the drone by flying it at the designated location. We also issue the test report post completion of the trial.
Training	Post reselling the drone, we also offer training in respect of the drone to the end use customer. Upon completion of a sale, we contact the end use customer to finalize the location of the training and to understand the training requirements of the customers. On the date of training, our trainers impart training to all the candidates who are required to be trained.
Drone as a Service (DaaS)	We employ and engage DaaS Pilots to provide DaaS to our customer. We also station employees in the relevant place where a DaaS project is required to be executed. We maintain drones provided to us by the manufacturer / project executor, and undertake any repairs as may be required for such drones. At present, we are executing a DaaS project on behalf of ideaForge, in Uttarakhand. The said project is being undertaken for surveillance purposes.

DaaS for Coastal Security & Surveillance

Our Company provides Drone-as-a-Service for the Surveillance & Monitoring of activities of fishing vessels. We possess the technical know-how & necessary expertise to carry out flights of Drones deep inside the sea for Surveillance purpose & carry out live transmission of the data to multiple stakeholders for continuous monitoring during the day as well as in the night. Recently we have received an order for deployment of Drones along the 720 km coast of Maharashtra for surveillance of fishing vessels inside the sea upto 12 Nautical Miles. This deployment will be done with 9 pilot teams at 9 locations across different districts in the coastal region of Maharashtra & surveillance will be carried out 24 x 7 throughout the year as a part of DaaS project. Basic aim of this project is to enforce Maharashtra Marine Fishing Regulation (Amendment) Act, 2021, under the Department of Fisheries, Govt. of Maharashtra using latest technology of Drones. Schnell Drone Technologies Ltd. has secured this contract from Department of Fisheries, Government of Maharashtra for a period of 10 years. This is first of its kind of work in India & Government of Maharashtra is the first State in India to implement such a drone surveillance project. Since we are the first company in the Drone domain to secure such a contract, it offers huge growth opportunity for us to implement similar services in other states of India having coastal region. Apart of Department of Fisheries, Indian Coast Guard & Costal Police have started using drones to carry out maritime Intelligence, Surveillance, Reconnaissance (ISR) operations. We are well positioned to get Drone Surveillance contracts from such State & Central Government organizations working in the maritime surveillance in near future.

DaaS for Agriculture Spraying of fertilizers, herbicides & bio-pesticides

Our Company has signed an agreement with IFFCO (Indian Farmers Fertilizer Cooperative) on February 26, 2024 for spraying of liquid fertilizers such as IFFCO Nano Urea, Nano DAP, Sagarika, IFFCO MC agro-chemicals and other IFFCO & IFFCO JV's agri products over 1 lakh acres of land within 4 states namely Maharashtra, Telangana, Gujarat & Karnataka. In case of paddy crops, spraying happens in particular seasons such as kharif and rabi seasons.

In case of other crops such as sugarcane, spraying needs to be done multiple times in a year. India, being an agrarian economy, there is huge scope for services such as agriculture Spraying using drones. With the introduction of liquid fertilizers, usage of drones has become eminent for better utilization of these products.



The following are some advantages of employing drones to spray fertilizers & biopesticides in agriculture fields:

- **Consistency in application:** Applying fertilizers and biopesticides more uniformly as compare to manual spraying which enables drone pilots to accurately manage spraying pattern in advance and helps in better crop yields and less input waste.
- **Lower expenses:** The use of drones for spraying can result in lower labor and fuel expenditures. Drones can cover ground much faster than traditional methods since they are more efficient, which helps farmers in reducing their operational expenses.
- **Enhanced safety:** Exposure of chemicals to farmers & field workers is significantly reduced due to usage of drones.
- **Easy reach** - Crops can be sprayed with drones in places that are hard to access using conventional techniques, like flooded fields or mountainous terrain.
- **Benefits to the environment:** More accurate application of nutrients and biopesticides by drones can lessen runoff and water pollution. Moreover, organic inputs can be applied with drones, enhancing soil health and lowering the need for synthetic pesticides.
- **Enhanced accuracy:** Using drones, farmers can target particular sections of a field with biopesticides and nutrients, such as those exhibiting indications of pest infestation or nutrient shortage. This can lessen the chance of crop damage and increase the effectiveness of fertilizer and pesticide application.
- **Decreased pesticide use:** By administering pesticides more accurately and effectively, drones can contribute to a decrease in the total amount of pesticides used. Both farmers and consumers may profit from this in terms of the environment and their health.

- **Better data collection:** Sensors attached to drones may gather information on soil moisture, crop health, and other variables. Decisions on irrigation, the use of pesticides and nutrients, and other aspects of farm management can be made with the use of this data.

DaaS for Inland Security, Surveillance & Monitoring

We have the expertise in carrying out DaaS operations for inland security, surveillance & monitoring. With the fleet of different kinds of drones & DGCA certified pilots, Schnell offers such services to the Government departments as well as to the Corporates. Currently Schnell Drone Technologies Ltd. is carrying out a year-long project along with ideaForge in the state of Uttarakhand. We have deployed our team of DGCA certified pilots within different cities of Uttarakhand such as Dehradun, Haridwar & Rishikesh for executing DaaS for the Police department. Schnell Pilots are assisting Traffic Police for overall Traffic monitoring by carrying out multiple drone flights during the day from various locations. Our team helps to identify vehicles in No-parking zones, vehicle moving in No-entry region, monitoring of people gatherings, processions, gatherings for specific annual events etc. Since drones are serving as an eye in the sky, it provides birds eye view & immense support to the Government authorities in charge of monitoring & surveillance. There is huge scope for DaaS (Drone-as-a-Service) to assist Police department within different states of India. We intend to expand its drone infrastructure to tap this major growth opportunity in the months to come.

DaaS for Port Security, Surveillance & Monitoring

We offer DaaS for Port Security, Surveillance & Monitoring. Schnell possesses necessary expertise & team of DGCA certified pilots in this regard.

One of the most critical aspects of port operations is vessel traffic management. Harbors generally have narrow channelled entry/exit and need to cater to the movement of a large number of ships daily. This process can get extremely complicated and safety-critical, as a tiny error can have catastrophic consequences, including loss of life and incapacitation of the port. A typical implementation of this includes a Vessel Traffic Management System (VTMS) situated at the Port Signaling Station or Port Control (similar to ATC at the airport) which helps the controller keep track of the location and movement of all the ships. However, due to the absence of real-time physical monitoring, the operator has to rely solely on Radar information and human inputs to remotely make his decisions. Deployment of DaaS (Drone-as-a-Service) can go a long way in addressing this shortcoming. A robust network of drones keep an eye on all the ships and provide consistent situational awareness to the controller. Further, artificial intelligence enables the timely provision of essential features like collision prediction and warning to the operator. Scheduling ship movement can be offloaded to these drones, catering to their environmental requirements (tide, current, wind, etc.). Many ports in other countries have started deploying drones for traffic management.

At ports, loading and unloading of goods is a herculean task. Limited availability of berths for the ship, and time constraints imposed by high traffic calls for consistent and efficient human effort for moving and accounting inventory. Drones can account for inventory and monitor human safety. Smart drones can be programmed to predict and prevent accidents arising from human fatigue or negligence. Also, humanly inaccessible container spaces can be checked and accounted for by drones. The drones can also perform risky tasks such as rooftop and crane inspections, sometimes going where no man has gone before. Apart from these activities, drone can be extremely useful in Port infrastructure inspection, detection of oil spills near busy marine ways & identification of floating waste. Schnell is already in discussion with the authorities of a few major ports in India & plans to deploy multi-year DaaS for these ports.

Mine Surveillance, Monitoring & stock-pile calculations

Our Company offers Mine Surveillance, Monitoring & stock-pile calculations using Drones. Drones can be more efficient than traditional inspection techniques because they can collect data from a unique perspective. They can also be 30 times faster than ground-based inspections. Under DaaS for Mines, Schnell offers following services –

- Exploration: Drones can quickly cover large areas of land to help locate minerals and determine which areas are suitable for extraction.
- Safety: Drones can detect potential hazards like gas leaks and alert miners using sensors like infrared cameras.
- Data collection: Drones can collect aerial data that can be used to build models and assessments. This data can be used to improve productivity and efficiency.
- Stockpile management: Drones can measure stockpile volumes and track stockpiles.
- Route logistics: Drones can help optimize roads and explore new locations.
- Mapping and surveying: Drones can be used to map and survey hazardous environments or update records.
- Security patrols: Drones can be used to perform security patrols, saving time and money.
- Environmental monitoring: Drones can monitor all systems and potential threats to reduce the environmental footprint.

Our Company is in discussion with some of the big conglomerates with multiple mines under their belt. Schnell has already provided drones & software licenses to such mining companies & these drones & softwares are being used to do stock-pile calculations. Under DaaS, Schnell is providing end-to-end service including routine surveillance (day & night), monitoring of specific activities, mapping of certain areas with stock-piles & volumetric calculations of such stock-piles with high accuracy. The client need not own the hardware or need not employ the certified pilots. Schnell can work closely with such conglomerates for deployment of drones on multi-year basis.

Drone data acquisition & Drone data processing for Creation of ORI, 3-D dense point cloud, DEM, DTM & DSM



While surveying with drones, images of the ground are taken from multiple vantage points. These images are processed using Image Processing software for generation of ORI (Ortho Rectified Imagery), 3-D dense point cloud, DEM (Digital Terrain Model), DTM (Digital Terrain Model) & DSM (Digital Surface Model)

Various outputs of Drone data processing -

Ortho Rectified Imagery- Drone images are processed using Photogrammetry softwares such as Agisoft Metashape to create ORI i.e. Ortho Rectified Imagery. This is High Resolution Imagery which can be used for Digitization of Point, Line and/or Polygon features. It is also used in Legal proceeding & Court cases, It can be used for carrying out various kind of inspections in the specific areas such as encroachments, flooded regions or even deforested areas.

3D point cloud- Such a point cloud can be used for generation of 3D textured models (City, Building or any object) & generation of contours. Classification of Points can be done using 3D Point cloud.

Digital surface models (DSM), Digital Elevation Model (DEM), Digital Terrain Model (DTM) – 3-D point cloud data is processed to create DEM, DTM & DSM. This 3-D data has extensive applications in various domains.

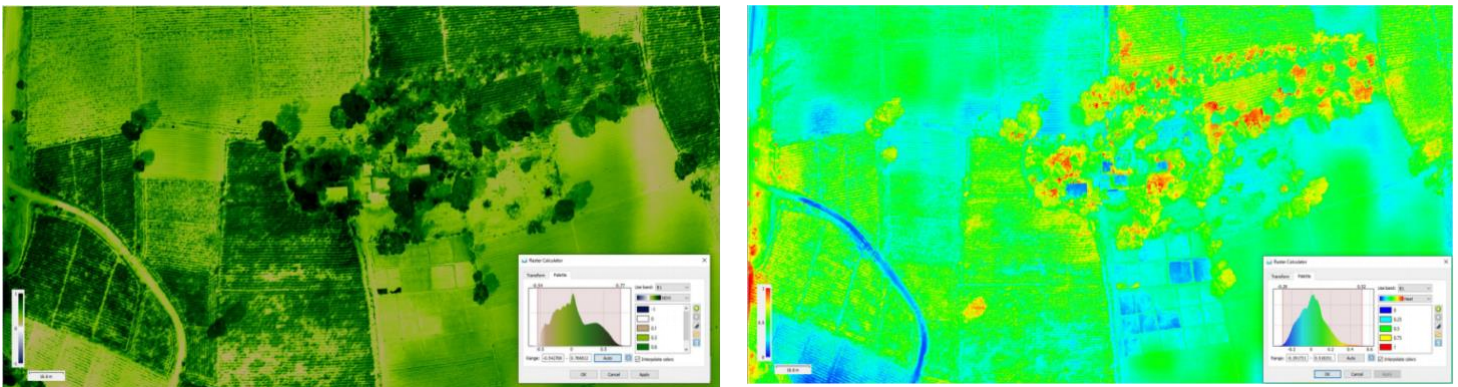
3-D data is used to create contours. It can be used to calculate Cut & fill Volumes specifically at the mining sites where excavation happens. Path Profile can be generated using this kind of 3-D data which is extremely useful for Infrastructure companies. Defense forces use such 3-D terrain data for deployment of forces in any desired region. Telecom companies use 3-D data for deployment of Telecom towers & to check network coverage of each tower. Utility companies use 3-D terrain data for setting up transmission lines.

Contour Maps: This proves to be useful for the selection of sites, finding general slopes of area, to determine the catchment area of a drainage basin, or to find intervisibility between two or more stations, mostly used by civil engineers in the construction of roads, highways, railway lines, water pipelines, etc.

Schnell Drone Technologies Ltd has carried out multiple Drone data acquisition & Drone data processing projects in various states of India. Schnell team has acquired data for more than 50,000 acres across 500 villages in Uttar Pradesh & Gujarat States in the SVAMITVA project which is a Central Government flagship Scheme initiated by the Ministry of Panchayati Raj. SVAMITVA project aims to give an integrated property validation solution for rural India and empowers them with the records of right to their residential properties. Schnell team has also done extensive acquisition of data for Maharashtra state Government in Latur district. This data was further utilized to map property tax payers in GIS.

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Multispectral Mapping of agriculture farm lands & forest areas



Our Company has the capabilities of acquiring data using multi-spectral sensor in 5 bands, processing this data for crop health analysis, crop disease monitoring and crop yield estimation. The purpose of this data processing is to collect detailed insights into crop health and conditions, which in turn helps farmers in making an informed decisions and taking proactive measures to improve their yields. We believe that multispectral drone imaging will revolutionize farming by making agriculture more efficient, profitable and sustainable. In furtherance of the above, we have entered into a memorandum of understanding with Meero Digital Labs Private Limited for the purpose of capturing images from its drones in Maharashtra and Uttar Pradesh covering an area of approximately 1,000 acres and 500 acres respectively.

Reselling of UAVs:

Our Company, since 2019 has been one of the resellers of UAVs manufactured by ideaForge. We market, sell and distribute UAVs manufactured by ideaForge, on a non-exclusive basis in India. The UAVs distributed by us for ideaForge, include, Q Series, Netra V Series, Netra Pro and Switch. The UAVs distributed by us are used in the following industries:

Industry served	Solutions offered
Industrial Inspections	<p>Drone inspections are being performed in almost every industry that requires visual inspections as part of its maintenance procedures. Use of drone for inspection help inspectors avoid having to place themselves in dangerous situations in many cases. Inspection drones are transforming manual inspection processes, allowing inspectors to speed up their collection of inspection data while removing slower manual steps. Now, a drone inspection service provider can fly an inspection drone up the cell tower, or throughout the boiler, capturing all the visual data the he/she needs to complete inspection.</p>
Renewable Energy Segment	<p><i>Use of Drones in Wind Mill inspection</i></p> <p>Commercially available wind turbines generally have 8 MW capacity & rotor diameters of up to 164 meters or more. The components of wind turbines are subjected to hail, snow, lightning, rain, salt, and dust on a daily basis. A turbine blade may also subject to damage due to factors such as extreme load buckling or manufacturing defects that lead to de-bonding.</p> <p>Wind turbine components are typically inspected by two methods. The most widely used method for both inspection and repair is rope access and platforms. Another method is ground-based inspection, a technique in which the blades are inspected with the help of a telephoto lens.</p> <p>It is easy to monitor such windmills using Drones on regular basis & identify timely faults if any. This saves time as well as cost & makes preventive maintenance very effective. It also ensures operator's safety for his life.</p> <p>It has been observed that the inspection time can be decreased by 70% with drones, without turning off the wind turbine for prolonged times compared with manual inspections. UAV Access in hard-to-reach areas is easier, less costly and less dangerous while reducing downtime. These factors are saving money while eliminating the risk on workers in potentially dangerous locations.</p> <p><i>Use of drone in Solar Panel inspection</i></p> <p>This renewable energy segment is flourishing with Drone Surveys. It is imperative to secure the quality of the solar power plant for adequate power generation, saving costs, and to maintain a long life of the asset.</p> <p>Thermal Mapping is generally carried out using drones to recognize any fault or damage in the solar panels. Failure-free operations that have adopted cutting-edge UAV technology ensure reliability, affordability, and utmost accuracy. Drone pilots use premium drones with thermal sensors for Aerial Inspection while maintaining safety in solar farms. Drone Surveys and UAV Inspections produce superior quality data for detailed solar panel analysis.</p> <p>Precise solar farm Inspection can spot cell defects, cell failure, dirt on Photovoltaic cells, Interconnection failure, Degradation of solar cells, Decrease of operational efficiency, etc.</p> <p>Drone data outputs include Orth mosaics and geotagged high-resolution drone photos for prompt decision-making.</p>
Mining	<p>Drones are being used vary effectively to monitor mining areas as well as calculate volume extracted. Till date, volume calculations were being done by the experienced employees having experience in that specific area for many years. Error margins were also high in such calculations. But now a days, drones are playing a major role in it.</p>

Industry served	Solutions offered
	<p>Drones are fitted with RGB sensors to acquire aerial data of mining sites. GIS experts process the data accumulated and create Orthorectified Imagery, 3D Point Cloud, Digital Elevation Models (DEM), Digital Terrain Models (DTM) and/or Digital Surface Models (DSM). These models mirror vital characteristics such as safety berm heights, crests and toes, road boundaries, slope length, elevation change, etc., which promote the improvement of worker and site-safety management.</p>
Infrastructure Sector	<p>As drone surveying lays a path toward well-established urban planning, for accumulating large amounts of real-time data. Aerial imagery has proven valuable in agriculture and environmental conservation projects as well. Through 3-D surveying, city planners, architects, tax collectors ,landscape and administrators can be benefitted for data collection.</p>
Agriculture	<p>Drone technology has left a long-lasting impact on the Agriculture industry of India and its efficiency. Drone-powered solutions can offer varied solutions to farmers to increase productivity in crop monitoring to planting, livestock management, pesticide spraying, crop stress identification, treatment planning, plant growth monitoring, precision farming, scouting and much more.</p> <p>Advanced drone technology and Machine Learning for precision agriculture result in improved crop yields and profitability. Correspondingly, lower levels of standard input from the farmers are required to grow crops and maintain land, water, fertilizer, herbicides, and insecticides.</p>
Security Surveillance	<p>Drones are being used very effectively for Surveillance by various Security forces. With drones, carrying out inspections is cheaper. Drone security patrols have the ability to monitor vast areas and provide high-quality images and video footage in real time, which could also mean that fewer on-site security officers are needed to protect a site or property. Speed is one of the major advantages. Areas, which are inaccessible, can also be monitored effectively using Drones.</p> <p>Following is the usage of drones for armed forces:</p> <ul style="list-style-type: none"> • <i>Better Reconnaissance, Surveillance, and Target Acquisition</i> - Drones provide real-time information on targets’ positions, terrain, and enemy movements to commanders on the ground. Compared to high-altitude aircraft, drones can take closer footage without compromising the quality of both photos and video. • <i>Reduced Cost</i> - Drones are cheaper than conventional aircraft in terms of both price and maintenance. • <i>Increased Convenience</i> - Compared to conventional aircraft, drones are faster and easier to deploy. They are easier to operate and don’t need training as extensive as most aircraft. Also, many drones don’t need a runway, and other types can easily fit in a backpack. • <i>Increased Safety</i>-Drone operators can provide real-time information without putting themselves at risk. • Drones can be used effectively in the rescue operation during terrorist attacks. • Scanning of the target area using Drones and provide processed 3D image before entering the target area to achieve better operational efficiency. <p>Use of Drones for DaaS:</p> <ul style="list-style-type: none"> • Black spot identification can be done using Drones. • <i>Crowd Monitoring</i> - Use of Drones in Crowd Monitoring increases situational awareness by monitoring larger area during sporting events, public gatherings, parades, protests, and riots without significantly increase in manpower. • Traffic monitoring can be done effectively using Drones. Drones can be very useful in Traffic accident scene investigation. <p>Use of Drones for Border Road Organization (BRO):</p>

Industry served	Solutions offered
	<ul style="list-style-type: none"> • Surveillance of roads & bridges can be done using drones. • Landslide monitoring • Progress reports on periodic basis for various works can be done using drones. • Accident site & Tourist Activity can be monitored using drones.

SOFTWARE SERVICES

We resell the following types and software, and also offer technical support in the form of training and resolution of complaints for the said software products:

Global Mapper & Global Mapper Pro:

We resell Global Mapper software of USA based Blue Marble Geographics, USA. The software types include: Global Mapper, Global Mapper Pro and Geographic Calculator.

Global Mapper -

Global Mapper is a GIS software that provides both novice and experienced geospatial professionals with a comprehensive array of spatial data processing tools, with access to an unparalleled variety of data formats. Global Mapper’s intuitive user interface and logical layout help smooth the learning curve and ensure that users will be up-and-running in no time. Organizations of any size quickly see a significant return on investment brought about by efficient data processing, accurate map creation, and optimized spatial data management.

Global Mapper Pro -

Global Mapper Pro is a comprehensive and easy to use GIS application that provides an extensive collection of tools for data creation, editing, advanced 2D and 3D analysis, scripting methods for workflow automation, and expansive file format support. Global Mapper Pro provides users with numerous new and enhanced data processing and analysis tools.

Geographic Calculator:

Geographic Calculator is a powerful geodetic software for accurate coordinate conversion, datum transformation, and file translation. Built on the foundation of the largest geodetic parameter database available anywhere, it has particular strength in the fields of surveying, seismic data management, and energy exploration.

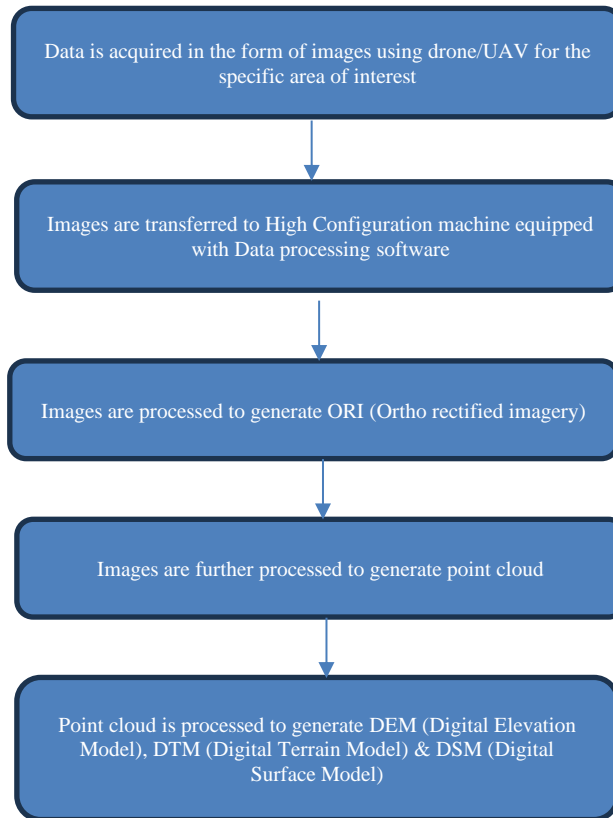
Agisoft Metashape

We are one of the resellers of Agisoft LLC for its drone data processing software Metashape. Our Company has deployed this product with a large number of clients including Survey of India, National Remote Sensing Centre, Bhabha Atomic Research Centre, Space Applications Centre & various IITs to name a few.

UAV Data Processing

UAV, an abbreviation for Unmanned Aerial Vehicle, is an aircraft that demands no pilot, and can both fly autonomously by pre-programmed flight systems or be remotely controlled. We grant drone-powered solutions through equipped UAVs along with our GIS specialists in action. UAV Surveying and UAV Mapping encourage us to sail through procuring reliable and widespread information effortlessly. Amidst Centimeter Level Accuracy achieved in all our projects. We also represent these UAV solutions through various topographical maps, including Digital Terrain Models (DTM), Digital Surface Models, Contour Maps, Orthomosaic Maps, and more. This not only enables our clients to access UAV services more expeditiously but also with enhanced cost-effectiveness. Not just this but UAV drones, along with drones services, are also enriching industries with sound decision making.

A flow chart describing the process of UAV data processing:



Our data processing solutions have been summarised below:

Orthomosaic Maps	Drone images are corrected for image distortion and stitched together during post-processing to create a highly-accurate orthomosaic map. Each pixel contains 2D geo-information (X, Y) and can directly procure accurate measurements, such as horizontal distances and surfaces.
3D Point Cloud	A densified point cloud can be generated from drone images. Each point contains geospatial (X, Y, Z) and color information. It provides a very accurate model for distance (slant and horizontal), area and volume measurements.
Digital Surface Models (DSM)	Drone images can also be used to create DSM models of the area. Each pixel contains 2D information (X, Y) and the altitude (Z value) of the highest point for this position.
Digital Terrain Models (DTM)	After filtering objects such as buildings, the drone images can be used to create DTMs with each pixel containing 3D information (X, Y, and Z value of the highest altitude).
Contour Maps	Depending on the project requirements, either the DTM or DSM model, with custom contour intervals, can be used to create a contour lines map, giving you a better understanding of the surface of the area shot by the drone.
3D textured mesh	The 3D textured mesh replicates the edges, faces, vertices, and textures of the area captured by the drone. This model is particularly beneficial for visual inspections and becomes especially valuable when external stakeholders or public participation is integral to a project.
Multispectral Data Processing	Drone images are acquired in 5 different bands using multispectral sensor and further analysis of data is carried out. This analysis help in crop health monitoring, crop disease analysis and crop yield estimation.

The details of the various outputs of Drone data processing generated by our Company as part of our survey and mapping portfolio has been provided below:

- a. **Ortho Rectified Imagery-** Drone images are processed using Photogrammetry software such as Agisoft Metashape to create ORI i.e. Ortho Rectified Imagery. This is High Resolution Imagery which can be used for

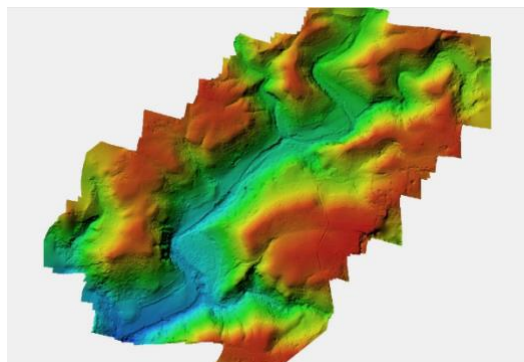
Digitization of Point, Line and/or Polygon features. It is also used in Legal proceeding & Court cases, It can be used for carrying out various kind of inspections in the specific areas such as encroachments, flooded regions or even deforested areas.



- b. **3D point cloud**- Such a point cloud can be used for generation of 3D textured models (City, Building or any object) & generation of contours. Classification of Points can be done using 3D Point cloud.



- c. Digital surface models (DSM), Digital Elevation Model (DEM), Digital Terrain Model (DTM) – 3-D point cloud data is processed to create DEM, DTM & DSM. This 3-D data has extensive applications in various domains. 3-D data is used to create contours. It can be used to calculate Cut & fill Volumes specifically at the mining sites where excavation happens. Path Profile can be generated using this kind of 3-D data which is extremely useful for Infrastructure companies. Defense forces use such 3-D terrain data for deployment of forces in any desired region. Telecom companies use 3-D data for deployment of Telecom towers & to check network coverage of each tower. Utility companies use 3-D terrain data for setting up transmission lines.





- d. **Contour Maps:** This proves to be useful for the selection of sites, finding general slopes of area, to determine the catchment area of a drainage basin, or to find intervisibility between two or more stations, mostly used by civil engineers in the construction of roads, highways, railway lines, water pipelines, etc.

The Company has been actively involved in the SVAMITVA project which intends to cover about 6,60,000 villages across all the states in India using Drones. SVAMITVA (Survey of Villages Abadi and Mapping with Improved Technology in Village Areas) is a Central Government flagship Scheme initiated by the Ministry of Panchayati Raj. It aims to give an integrated property validation solution for rural India and empowers them with the records of right to their residential properties. The Company has acquired data for more than 50,000 acres across 500 villages in Uttar Pradesh. The Company has also done extensive acquisition of data for Maharashtra state Government in Latur district. This data was further utilized to map property tax payers in GIS.

Drone Surveying / Mapping

We offer the following services in drone surveying and mapping:

Land Surveying		<p>Our tailored service of drone surveying enables us to process precise topographic maps and 3D models of areas with unaccessible evidence. Extensive land surveys and topographical surveys permit the most definite representation of cadastral maps, immediately and in a hassle-free manner. Our GIS crew then post-processes the data with photogrammetry software to generate deliverables like a detailed Digital Elevation Model (DEM), Digital Terrain Model (DTM), contours, brake lines, ortho-mosaic/ortho-imagery, interactive 3D Mode, and 3D reconstructions of land sites or buildings.</p>
Urban Planning		<p>Through drone surveying, we can accumulate enormous amounts of data quickly and at lower prices. We have passionately remitted our expertise to numerous private builders and government agencies to plan and examine the sites' existing social and environmental conditions. A treasured part of our success stems from capturing high-resolution aerial data, LIDAR surveys, and other significant information using cutting edge drone technology.</p>

Case Studies:

As part of our data processing services, we recently acquired data for 54.00 sq. km. of area using RYNO UAV under the SVAMITVA Scheme. This data was acquired for various villages in Agra District, Uttar Pradesh in the year 2022. Further, in 2023, we had undertaken data acquisition using mapping payload, DGPS (differential geographical position system) survey, drone data processing and an ortho-rectified imaging for All India Institute of Local Self Government. As part of the said project, we had acquired data across 95.57 Sq. Km. spanning eight municipal councils in Latur District of Maharashtra, for the purpose of property tax collection.

OUR STRENGTHS

Reseller and Distributor for reputed software developers and drone manufacturer

We are the distributor and reseller of GIS software for USA based Blue Marble Geographics and Canada based Avenza Systems INC; and of photogrammetry software, Russia based, Agisoft Metashape. We are also one of the resellers of drones of ideaForge and offer services in the capacity of a service provider to ideaForge. Since incorporation, we have been engaged in the business of reselling of software products and offering technical training and troubleshooting services. In the year 2019, we diversified our service portfolio to venture into reselling of drone and offering technical services. Our longstanding relationships with our vendors offers us several competitive advantages including:

- opportunities from the vendors allowing us to expand our business into new cities and geographies;
- opportunities to expand across our business verticals like after-sales service, sales of drones, *etc.*;
- attracting talented sales and technical personnel;
- executing large scale data collection and processing projects; and
- centralising certain backend and support functions all of which leads to economies of scale and margin improvement.

Growing presence in after-sales segment leading predictable growth in revenues and superior margins

We offer a variety of after sales repair, maintenance and training services to the end use customers. As part of our software division also we offer training and troubleshooting services. As part of our technical support for drones, we offer services including, field services, demonstrations and trials; training and drone as a Service (DaaS). In order to offer technical support to our customers and to their respective customers, we have employed a team of experience personnel, including trained pilots, remote customer support engineers, field customer support engineers and trainers. For some of our clients, we also offer stationing of our employees for our DaaS services. For instance, for ideaForge, we have stationed some of our pilots in Uttarakhand for executing a surveillance projects. Our pilots are also stationed at Pune, Lucknow, Itarsi & Dehradun for executing projects of our customers. Our engineers are stationed at Bhopal, Shimla, Chandigarh, Lucknow, Jaipur, Assam, Bangalore and Kolkata for offering training and repair and maintenance services to our customers.

Presence across diverse industry verticals

We offer services across various industry segments, such as, industrial inspections, renewable energy segment, mining, infrastructure sector, agriculture and security surveillance. We serve our customers by offering technical services to their end use customers. We attribute the strength of our customer relationships to our ability to customize our services based on customer specifications and requirements, as well as our track record of consistent delivery of quality services and solutions through our strategic alignment with our key customers' goals and specifications over the years. We believe that our customers have unique requirements and preferences, and our team of engineers, trainers and pilots have helped us in executing our projects and orders in an efficient manner.

Experienced Promoters and professional management team with technical expertise

We are led by a group of individuals, having a strong background and extensive experience in the software and UAV industry. Majority of our Promoters have been associated with us since the inception and are actively involved

in the strategic decision making for our Company, pertaining to corporate and administrative affairs, financial operations, expansion activities, business development and management of overall business. We have an experienced and professional management team with strong management and execution capabilities and considerable experience in the UAV industry. The team comprises of personnel having technical, operational and business development experience. We have employed suitable technical and support staff to manage key areas of activities allied to operations. Our team is well qualified and experienced and has been responsible for the growth of our operations. We believe the stability of our management team and the industry experience brought in coupled with their strong repute, will enable us to continue to take advantage of future market opportunities and expand into new markets. For further details of the educational qualifications and experience of our management team and our Key Managerial Personnel and Senior Management, please refer the chapter titled “*Our Management*” beginning on page 168 of this Draft Prospectus.

OUR STRATEGIES

Continue to increase our vendors and diversifying our portfolio

As part of our vision, we intend to increase our vendor base, wherein we shall be importing various types of specialised UAVs, such as logistics UAVs, agricultural UAVs *etc.*, from reputed manufacturers for further reselling them in India. We further intend to diversify our offerings by increasing the number of drones offered by us and therefore offering specialised technical support and services to end users. We intend to capitalise on the expected growth in demand for UAVs in India by increasing our product and service portfolio through targeted business development business expansion, marketing efforts/strategies, operational efficiencies designed to support our growth targets. In order to facilitate this strategy, we intend to further diversify our products by adding various kinds of UAVs procured from international vendors. The details of the UAVs proposed to be purchased by our Company have been provided below:

Mapping Drones

Drone mapping works by taking many aerial images of an area of interest. Through a process called photogrammetry, these many images are then turned into a single complete image, called an orthomosaic. All the objects and features in an orthomosaic are scaled and can be georeferenced. This means that it's possible to make measurements associated with location, distance, and area. Our Company offers data processing services in GIS and photogrammetry. This includes, georeferencing, creation of ORI (orthorectified imagery), 3D point cloud, DEM (digital elevation model) and DTM (digital terrain model). As part of our data processing services, we recently acquired the high resolution data for 54.00 sq. km. of area using RYNO UAV under the SVAMITVA Scheme. This data was acquired for various villages in Agra District, Uttar Pradesh in the year 2022. Further, in 2023, we had undertaken data acquisition using mapping payload, DGPS (differential geographical position system) survey, drone data processing and an ortho-rectified imaging for All India Institute of Local Self Government. As part of the said project, we had acquired data across 95.57 Sq. Km. spanning eight municipal councils in Latur District of Maharashtra, for the purpose of property tax collection. In order to further expand our data processing services in GIS and photogrammetry, our Company proposes to utilise ₹ 324.94 lakhs from the Net Proceeds for purchase of Mapping Drones.

Long range Surveillance Drones

Surveillance drones have various capabilities and applications in a wide range of industries, including military, law enforcement, agriculture, and more. Drone surveillance involves using small, unmanned aerial vehicles (UAVs) equipped with cameras and sensors to capture images and videos from high altitudes or a distance. This helps gather information about specific targets, which could be people, groups, or the environment. These types of drones are valuable because they can access places that might be hard to reach otherwise, and that way they provide a unique bird's eye view of what photographers typically can't achieve. Long range Surveillance Drones are to be used deep inside the sea for surveillance of ships and fishing trawlers. These drones have high wind resistance and have the ability to withstand wind gust inside the sea. These drones have high end payload which helps in transmitting very high quality video on real time basis. These drones have both daylight and night surveillance payload. We have

stationed some of our pilots at Pune, Lucknow, Itarsi & Dehradun for executing surveillance projects of our customers. In order to further expand our surveillance project services, our Company proposes to utilise ₹ 785.79 lakhs from the Net Proceeds for purchase of long range Surveillance Drones.

Drones with Multispectral payload

Such drones are widely used for the agriculture sector. Drones with Multispectral payload are used to survey farms and agricultural fields by using multispectral cameras that can be tuned to respond to specific light wavelengths, including some infrared. Using these cameras, data is captured in 4 or 5 different bands & it is analyzed further for crop health management. Such a data can be very use to identify crop diseases at an early stage & corrective action can be taken on an immediate basis. Our Company has the capabilities of acquiring data using multi-spectral sensor, processing this data for crop health analysis, crop disease monitoring and crop yield estimation. The purpose of this data processing is to collect detailed insights into crop health and conditions, which in turn helps farmers in making an informed decisions and taking proactive measures to improve their yields. We believe that multispectral drone imaging will revolutionize farming by making agriculture more efficient, profitable and sustainable. Our Company proposes to utilise ₹ 327.10 lakhs from the Net Proceeds for purchase of Drones with Multispectral payload.

Hydrogen Fuel Cell powered Logistics Drones

Drones have been increasingly used in logistics and supply chain management to improve efficiency, faster delivery, reduce costs, and enhance customer satisfaction. Drones are used in disaster management, delivering critical medical supplies and helping rescue teams in the search for survivors. We wish to introduce long range Logistics drones in India specifically for medical supplies. Such drones can be extremely useful for defense forces for carrying the medical supplies or material to the forward locations at the borders. Also, such long range logistics drones can be very effective for organ movements which are critical & time specific. Our Company proposes to utilise ₹730.27 lakhs from the Net Proceeds for import of Hydrogen Fuel Cell powered Logistics Drones from Gadfin, Israel.

Agriculture Drones

Our Company has signed an agreement with IFFCO (Indian Farmers Fertilizer Cooperative) for spraying of Fertilizers such as IFFCO nano fertilizers, Sagarika, IFFCO MC agro-chemicals and other IFFCO & IFFCO JV's agri products over 1 Lakh Acres of land within 4 states namely Maharashtra, Telangana, Gujarat & Karnataka. We propose to utilise ₹560.02 lakhs from the Net Proceeds for purchase of Agricultural Drones. The Company proposes to purchase 80 units of "Krishi 3 Pro" Drones from Drogo Drones Private Limited.

We propose to utilise a portion of the Net Proceeds of this Offer, towards funding of purchase of various types of UAVs. For further details, please see "*Objects of the Offer*" on page 78.

Strengthen our marketing network

We continue to enhance our business operations by ensuring that our vendor base increases through our marketing efforts. We believe that our ability to customize our services can help us diversify our operations across different geographies and segments. Our core competency lies in the thorough understanding of our vendors' needs and preferences, our vision to engage in sustainable practices and providing unparalleled quality of our services thereby achieving customer loyalty. We intend to strengthen our existing marketing team by inducting qualified and experienced personnel, who will supplement our existing marketing strategies in the domestic and international markets.

We would aim our business strategies to be dynamic and proactive, given the macro and micro market environments in which we operate or where we may expand in the future. Our Company shall always strive to:

- achieve maximum operational efficiency;
- strengthen and expand our market position and service portfolio;
- enhance our depth of experience, knowledge-base and know-how; and
- increase our network of vendors, trainers, pilots, engineers and geographical reach.

Improving operational efficiencies

Our Company intends to improve efficiencies to achieve cost reductions so that they can be competitive. We believe that this can be done through domestic presence and economies of scale. Increasing our penetration in existing regions with new range of products, will enable us to penetrate into new catchment areas within these regions and optimize our infrastructure. As a result, of these measures, our company will be able to increase its market share and profitability.

Leveraging our Market skills and Relationships

This is a continuous process in our organization and the skills that we impart in our people, gives importance to customers. We aim to enhance the growth by leveraging our relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

Penetration into domestic markets

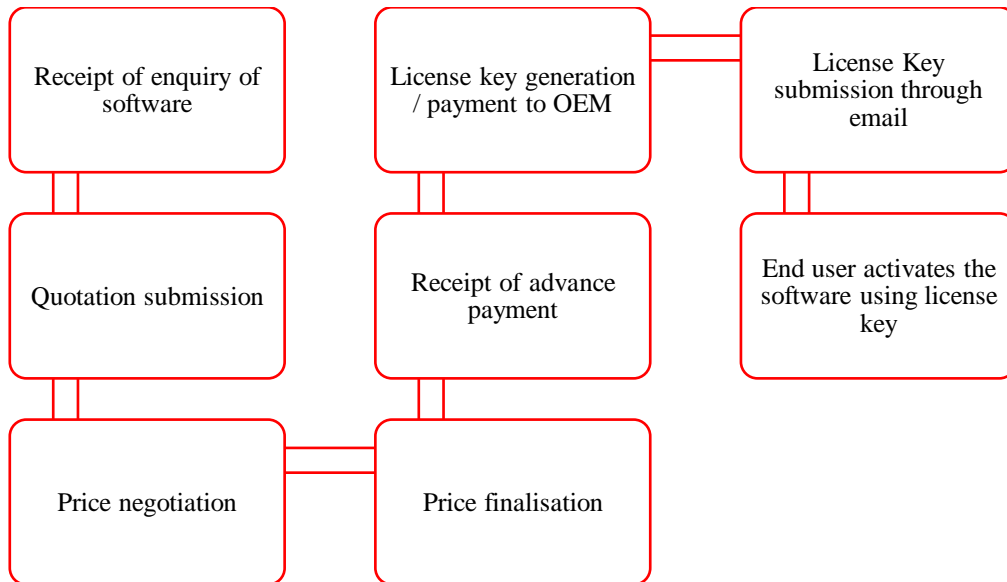
We are looking forward to further penetrate into markets and we plan to continue to deepen our network of engineers, trainers and pilots. We believe that by expanding in new states we can leverage our track record and experience in India to compete effectively and expand our revenue base.

Expand our employee base

We intend to venture into execution of additional DaaS projects. Further, we also wish to expand our UAV base, thereby expanding our technical services segment. We propose to hire trained pilots, pilot trainers, experience filed and support engineers. We will continue to expand our service offerings and innovate to offer wider selection of services some of which may be verticalized to cater to domain specific needs. While we already have a network of trained pilots, trainers and engineers, we believe that there is continuous scope for expansion given the under-penetration of the various products and services we offer.

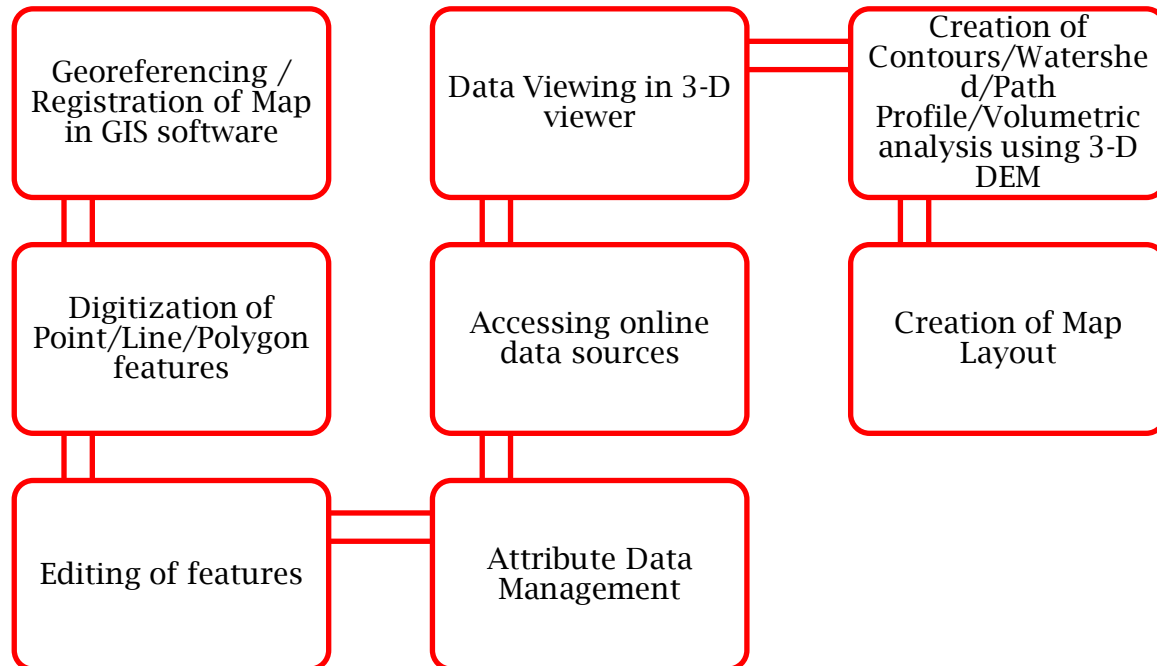
BUSINESS PROCESS

Our software sales process flowchart has been provided below:

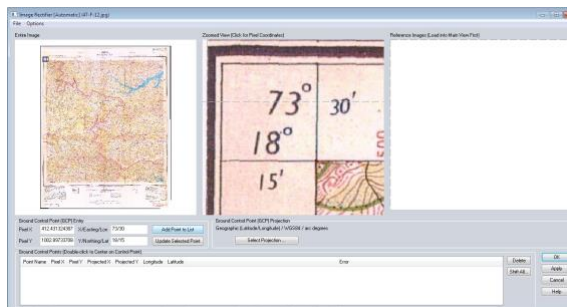


Following is the process in respect of the data processing services in GIS and photogrammetry:

Data processing services in GIS



Georeferencing / Registration of Map in GIS software : GIS software such as Global Mapper allows to load and work with any JPG, PNG, or TIFF imagery. We need to get the map/toposheet scanned and save it in any of the above format. In GIS software, Click on **File Rectify (Georeference) Imagery**. Minimum four co-ordinates are required for Geo-referencing with each coordinate having X & Y value. Geo-referencing refers to the process of assigning real-world coordinates to pixels of the scanned map. This process that takes known ground control points and connects them to the raster in order to apply a coordinate system and projection to the image. Without a projection, GIS software has no way to know where a raster should exist on the globe, and because of that, it cannot analyze it correctly.



Digitization of Point/Line/Polygon features

Point Feature - Each point is stored by its location (X, Y) together with the table attribute of this point. Some features in the map are represented by Point features while carrying out the digitization of the map. E.g. Location of Schools, Location of Police Stations Location of Hospitals are shown by point feature.

Line Feature - A map feature that has length but not area at a given scale, such as a river on a world map or a street on a city map. Each line is stored by the sequence of first and last point together with the associated table attribute of this line.

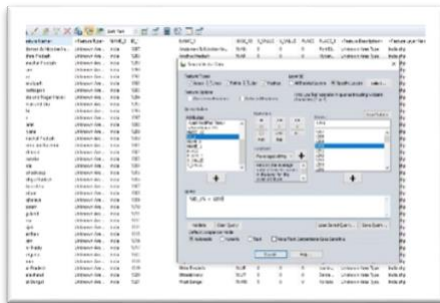
Polygon Feature - Polygon is represented by a closed sequence of lines. Unlike line or poly-line (sequence of line), polygon is always closed. That is, the first point is equal to the last point. A polygon can be represented by a sequence of nodes where the last node is equal to the first node. Examples of Polygon feature – Lake on the city map, play grounds on the map, Forest area on the map are drawn as Polygon feature.

Editing of features

Editing geographic data is the process of creating, modifying, or deleting features and related data on layers in a map. Each layer is connected to a data source that defines and stores the features; this is typically a geodatabase feature class or a feature service. The editing process helps in examining the raw data to detect errors and omissions and to correct them, so as to ensure legibility, completeness, consistency and accuracy.

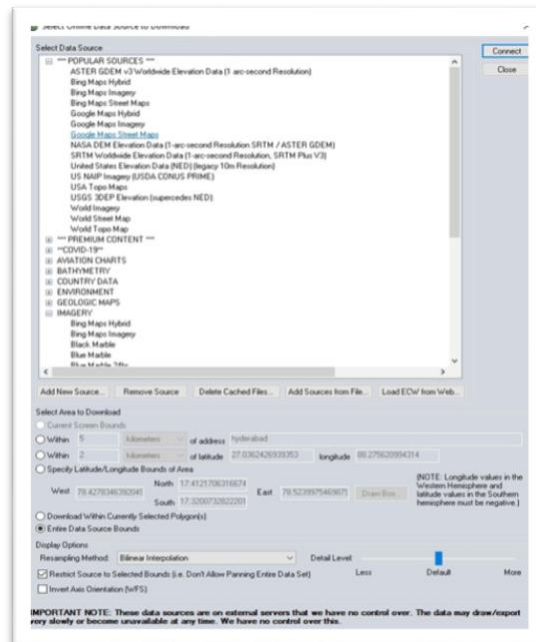
Attribute Data Management -

Attribute data are the information linked to the geographic features (spatial data) that describe features. That is, attribute data are the non- graphic information associated with a point, line, or area elements in a GIS. It is a piece of data that describes an entity. For example, attribute data for the Hospital can be whether its Government Hospital or Private, Its year of establishment, Number of beds in Hospital, the specility service that Hospital is offering etc.



Accessing online data sources –

GIS software provide the functionality of accessing the various data sources which might prove extremely useful. For example, while carrying out the digitization, the user can access worldwide street maps from *OpenStreetMap.org* which helps in accuracy of digitization. Similarly, if the user is working on 3-D model, he can access *SRTM 3-D Digital Elevation data* which is freely available & can be accessed through GIS software. Such online data sources act as reference while carrying out the work in GIS.

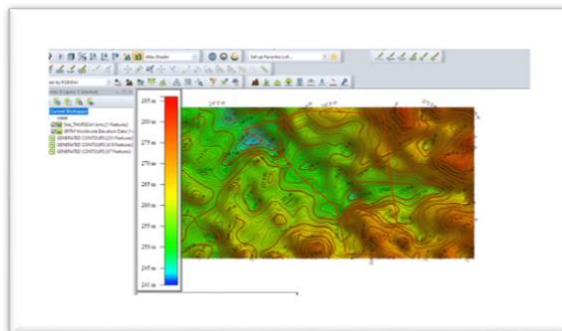


Data Viewing in 3-D viewer –

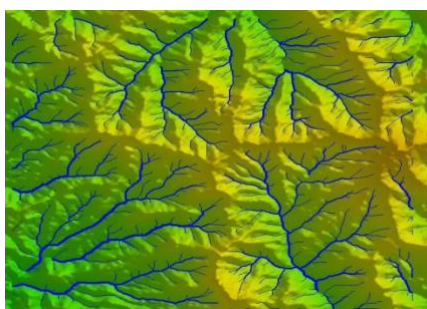
GIS software offers functionality to view the terrain data in 3-D environment. Three-dimensional GIS data incorporates extra dimension—a z-value—into its definition (x,y,z). Z-values have units of measurement and allow the storage and display of more information than traditional 2D GIS data. This makes it possible to depict objects in greater detail by adding another dimension (z). Such a 3-D data proves extremely useful in certain domain such as Telecom, Wind energy, Infrastructure, Defense etc. Using 3-D data, Telecom companies can plan the deployment of telecom towers. Companies in Wind energy sector decide the exact deployment location of Wind turbines using 3-D elevation data. Army units use 3-D data for the deployment of their forces. Also, they can study the terrain in the enemy area in detail before planning their operations.

Creation of Contours/Watershed/Path Profile/Volumetric analysis using 3-D DEM

3-D elevation data helps in creation of *Contours*. Contours are the lines that connect points of equal elevation. Contour maps are used to show the elevation of the land at various points on the map by using contour lines, Each contour line on a contour map represents a specific elevation, and the spacing of the lines indicates the steepness of the slope.

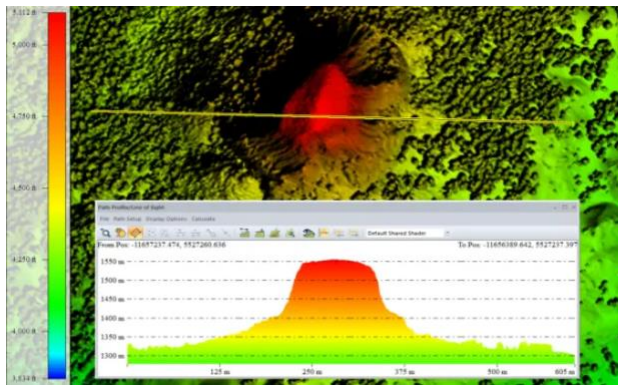


Watersheds, or catchment areas, are defined by the streams to which water flows. Water for all areas within a particular watershed will flow to the stream, river, or waterbody defined in the watershed. This water then flows into a larger waterway, constituting a larger watershed and ultimately ending in an outlet to a major body of water. Based on a section of a terrain dataset, the Watershed Analysis tool takes into account parameters for streamflow, length, and depression fill depth in the terrain. Increasing the minimum stream size will identify larger streams and waterways, creating larger watershed areas. Identifying smaller streams or tributaries in this analysis creates smaller watershed areas. The outflow from the smaller streams and areas would eventually converge to create the larger watersheds.



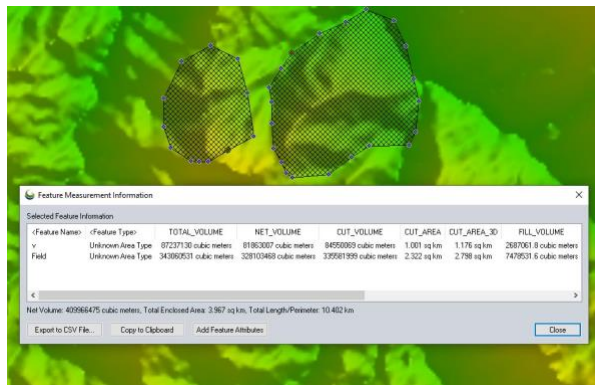
Path profile

Path Profiles, which are derived using 3-D data, show the change in elevation of a surface along a line. They can help you assess the difficulty of a trail or evaluate the feasibility of placing a rail line along a given route. Such a path profile can be extremely useful in infrastructure sector for planning of highways.



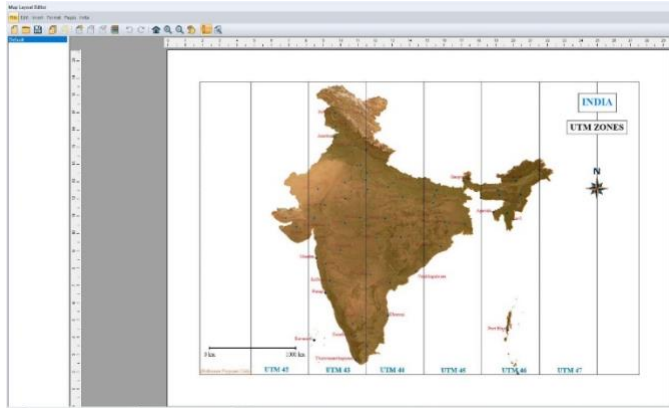
Volumetric analysis in GIS -

Using 3-D DEM data, volumetric calculations can be done for certain AOI (area of interest). This feature is extremely using in the various industries. E. g. In Mining industry, the volume of excavated material can be calculated using volumetric analysis. In infrastructure domain, volumetric calculations help in planning of roads in the hilly terrain.

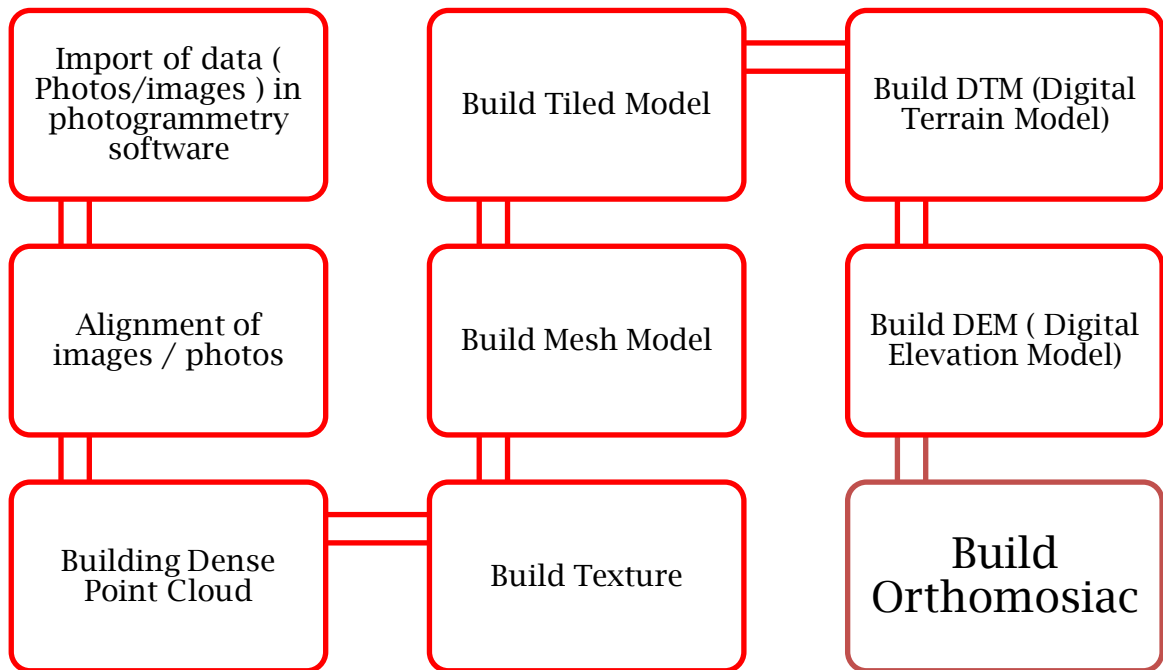


Creation of Map Layout

Map layout, also called map composition or (cartographic) page layout, is the part of cartographic design that involves assembling various map elements on a page. This may include the map image itself, along with titles, legends, scale indicators, inset maps, and other elements.

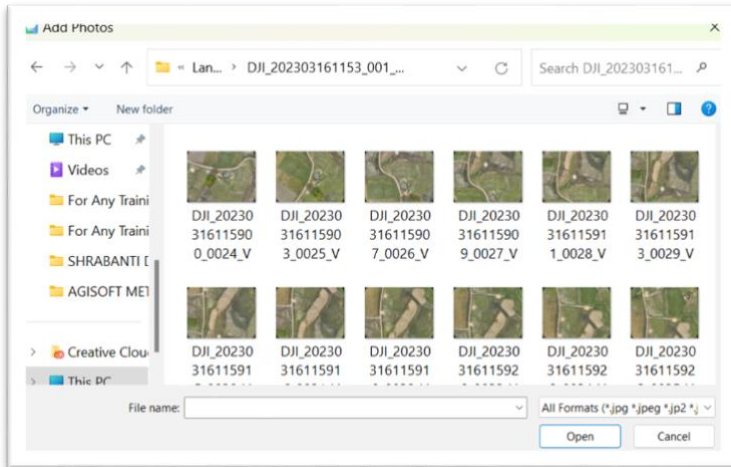


Data processing services in photogrammetry



Import of data (Photos/images) in photogrammetry software –

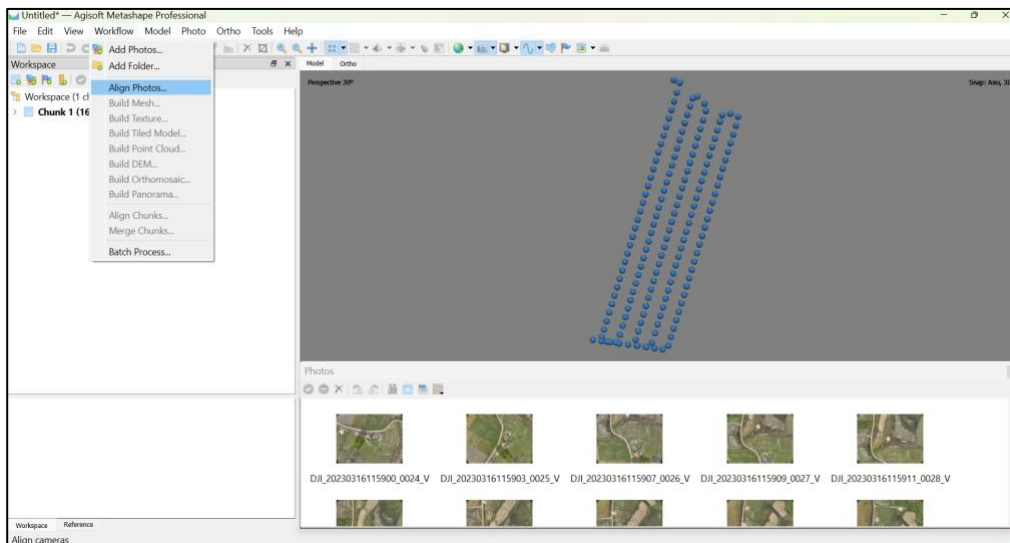
In order to process the data in Photogrammetry, the data needs to be imported in photogrammetry software. This data can be images acquired for some AOI through Drones or it can be the photos clicked with high-resolution camera for certain 3-d object.



Alignment of images / photos –

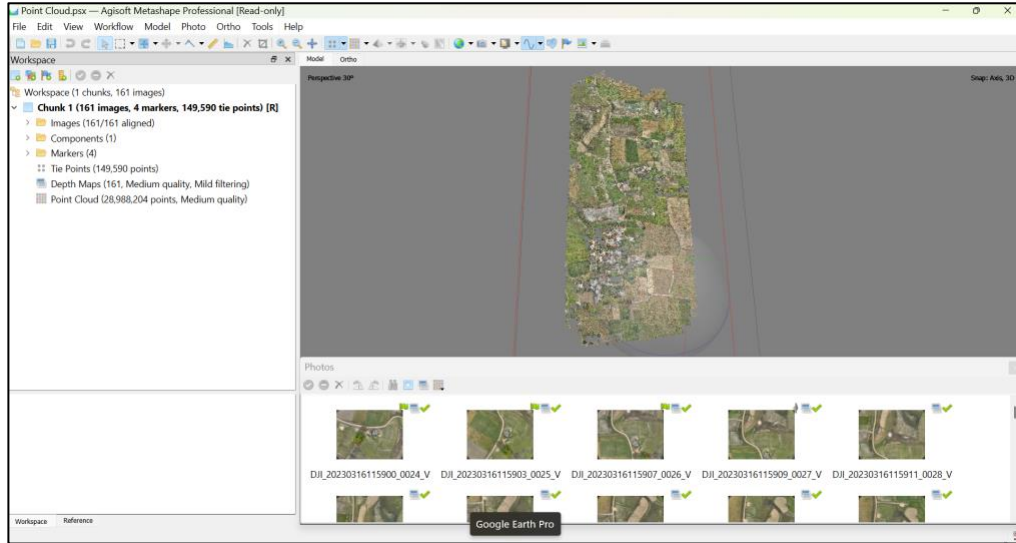
Alignment process is performed for setting photos in a sequence with the help of its capturing time. Alignment process fixes camera locations first. This is followed by orientation of images as per the angles using aerial triangulation.

After alignment of photos, tie points are generated.



Building Dense Point Cloud –

On the basis of overlap & tie points, dense point cloud is created. Metashape allows to create a dense point cloud based on the calculated exterior & interior image orientation parameters. A dense point cloud can be edited & classified within Metashape environment & used as a basis for such processing stages as Build Mesh, Build DEM, Build Tiled Model.

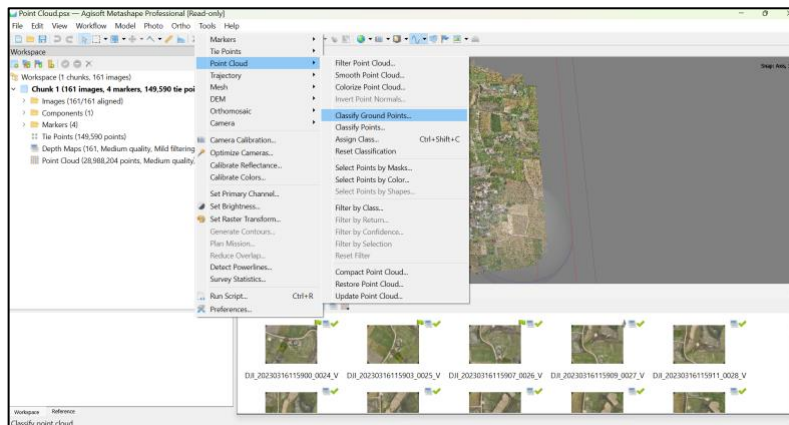


Classification of Point Cloud –

With the help of Point Cloud classification, objects are identified separately such as Bare earth (Ground), Vegetation, Buildings, Roads, Trees, Power Lines etc. Point Cloud classification is the basis for DEM / DTM generation.

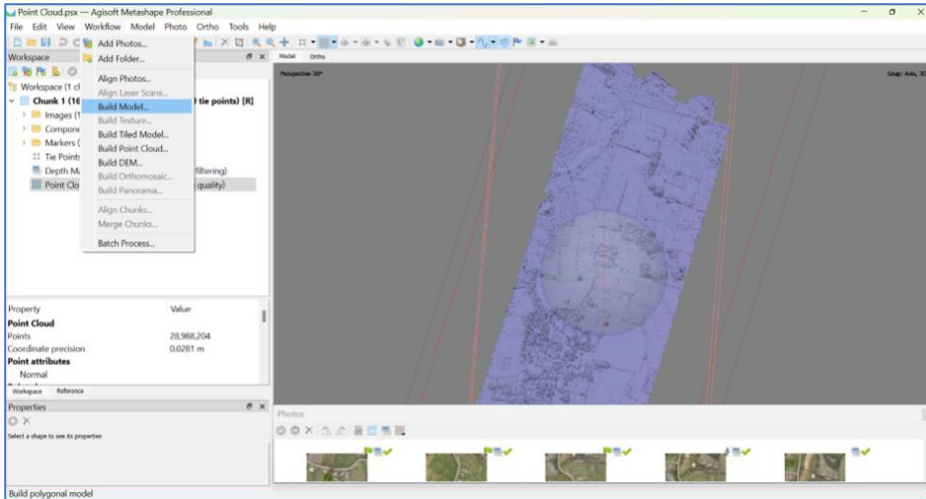
There are 3 options for Point Cloud classification –

- automatic ground points classification (classifies point cloud based on the user-defined parameters);
- automatic multi-class point classification (automatically classifies point cloud to the supported classes);
- classify point cloud manually.



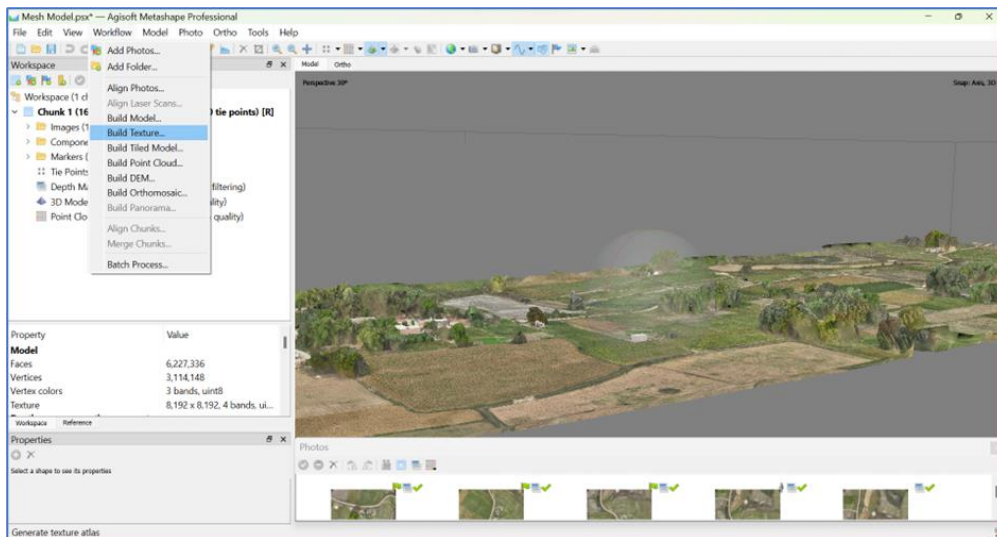
Build Mesh Model -

After dense point cloud has been reconstructed it is possible to generate polygonal mesh model based on the dense cloud data.



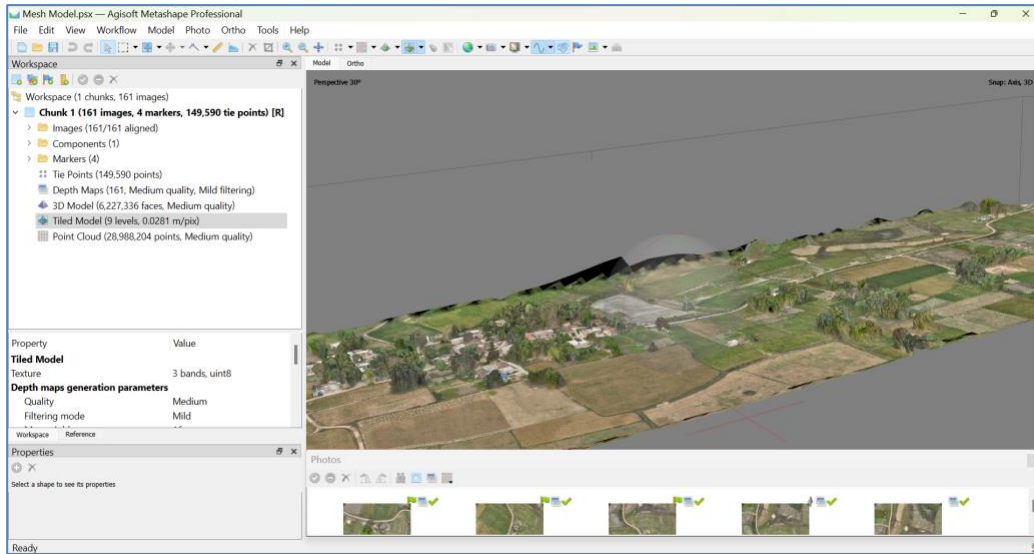
Build Texture -

This step is followed is the user wishes to improve the texture of 3-D model.



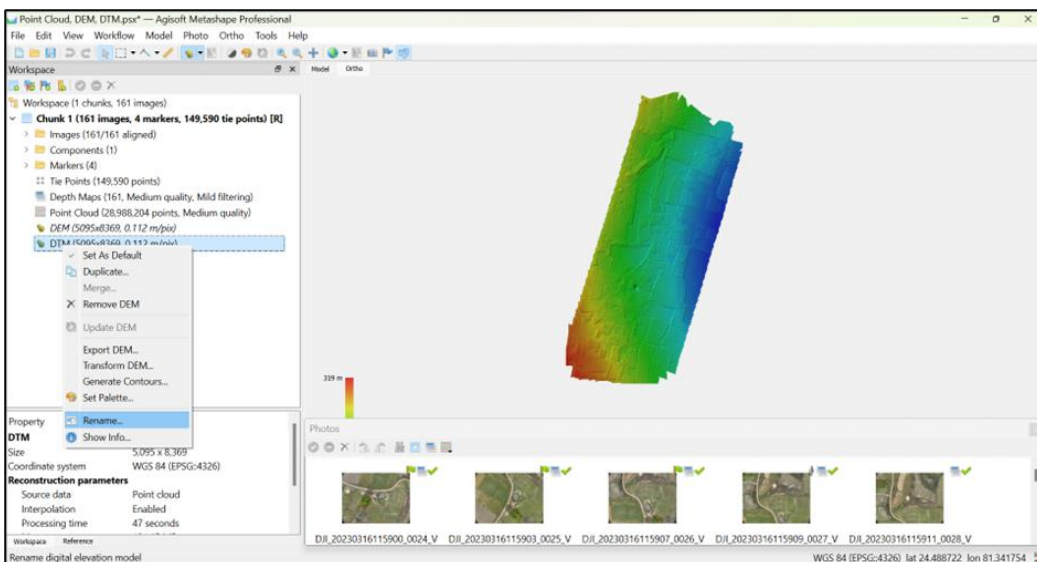
Build Tiled Model -

Tiled model produces a detailed textured mesh from the dense point cloud. This produces high resolution 3-D model.



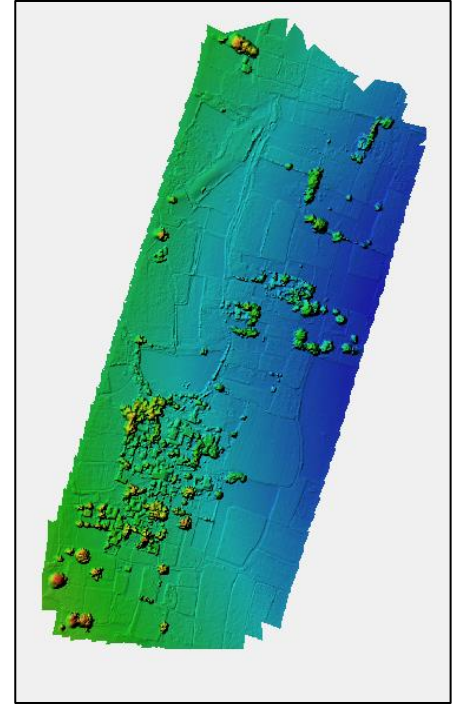
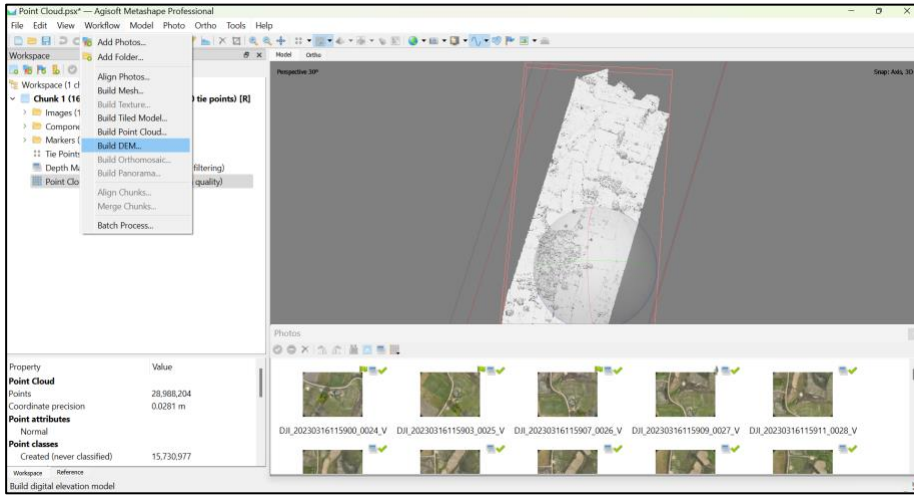
Build DTM (Digital Terrain Model) -

A Digital Terrain Model (DTM) is a representation of the bare ground (bare earth) topographic surface of the Earth excluding trees, buildings, and any other surface objects.



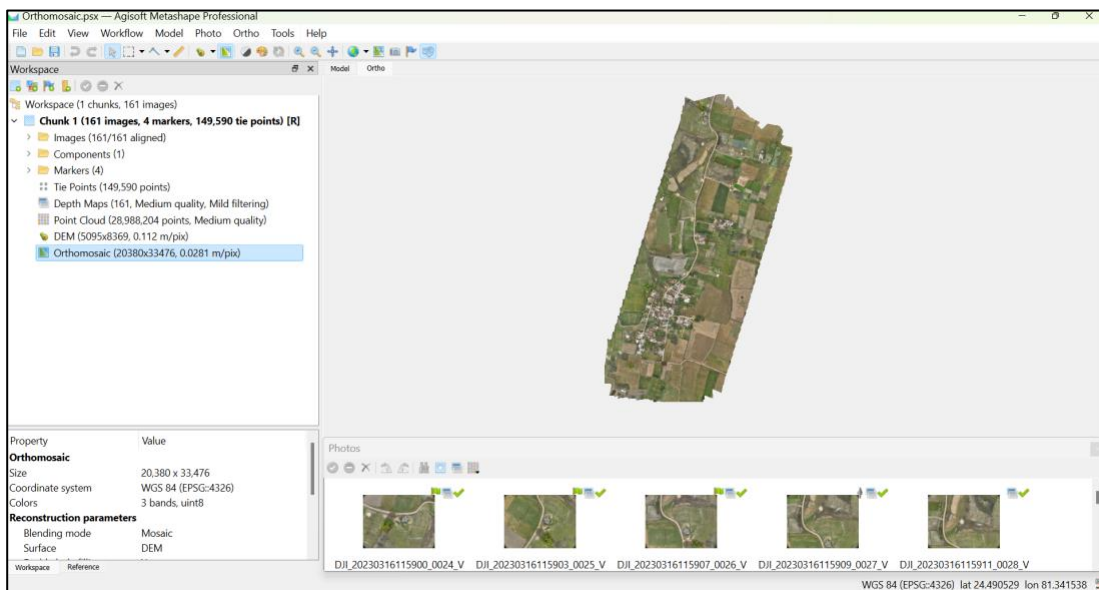
Build DEM (Digital Elevation Model) -

DEM generally takes into account all persistent objects on the ground (vegetation, buildings, and other artifacts) in addition to the bare terrain.

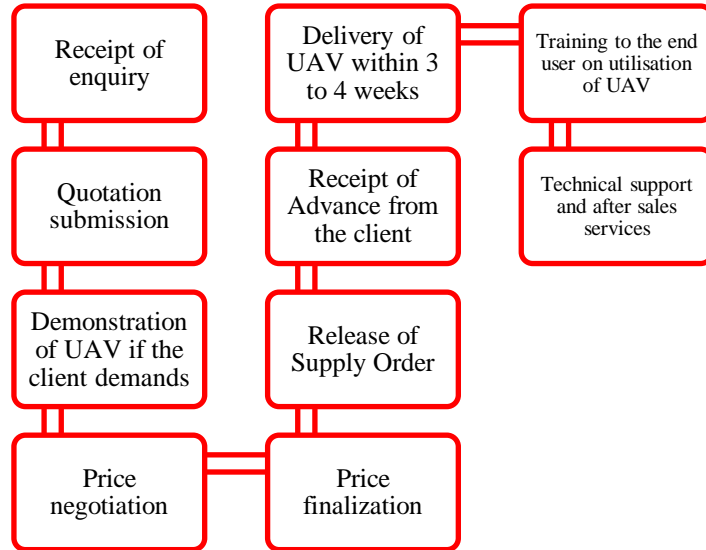


Build Orthomosaic -

An orthomosaic is a photogrammetrically orthorectified image product mosaicked from an image collection, where the geometric distortion has been corrected and the imagery has been color balanced to produce a seamless mosaic dataset.



Our UAV sales process flowchart has been provided below:



OUR EQUIPMENT

Our Company employs the following:

Machine Name	Number of Machines	Used in	Owned /Leased	Application
“Krishi 3 Pro” – Agriculture Spraying Drone Make – Drogo Drones Private Limited	10	Agriculture Fertilizer/ Pesticides / Herbicides Spraying	Owned	Agriculture Fertilizer/ Pesticides / Herbicides Spraying

Capacity Utilization

Our capacity depends on our workforce and not in any fixed output from plant & machinery and hence capacity and capacity utilization cannot be determined.

Collaborations/ Joint Ventures

We do not have any Collaborations or Joint Ventures.

Import and Export Obligation

Our Company does not have any export obligation as on date.

Utilities and Infrastructure Facilities

Our Registered Office is located at Icon Tower Office No. 402 & 403, S. No. 114/5/1, 115/1/1, 114/6/3, 115/2, 4th Floor, Baner Gaon, Haveli, Pune – 411 045, Maharashtra, India.

For some of our clients, we also offer stationing of our employees for our DaaS services and technical maintenance services. Our pilots are also stationed at Pune, Lucknow, Itarsi & Dehradun for executing projects of our customers. Our engineers are stationed at Bhopal, Shimla, Chandigarh, Lucknow, Jaipur, Assam, Bangalore and Kolkata for offering training and repair and maintenance services to our customers.

Power

Our Company requires power for the normal requirement of the Registered Office for lighting, systems etc. Adequate power is available which is met through the electric supply.

Water

Water is required for human consumption at office and adequate water sources are available from municipal water supply. The requirements are fully met at the existing premises.

Human Resources

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

As on July 31, 2024 our Company has 67 employees on payroll. A division-wise break-up of our employees is provided below:

Particulars	Number of employees
Top Management	5
Accounts and Finance	1
Business Development	2
Sales and Marketing	4
Pilots	37
Software operation and maintenance	3
Human Resource, Legal and Compliance	1
Drone service engineers	9
Technical Support Engineer	5
Total	67

As on date of this Draft Prospectus. our Company does not employ contract labour.

MARKETING

Our success lies in the strength of our relationship with our vendors and other customers and industry specific training institutes, from whom we source most of our pilots. Due to network and expertise in the industry, we have been able to get repeated projects from our clients which includes reputed software companies and drone manufacturing companies. Our Company has also been able to become a reseller and a specialised service provider in the UAV industry. To retain our vendors and customers, our team regularly interacts with our clients and focuses on gaining an insight of their data and information needs.

Our Company has marketing and brand strategy for the products of our customers and for our services. As part of our marketing initiatives, we send email blasts, which contain key updates on our products and services, promotional content in relation to our services and marketing offers. We also participate in exhibitions and conferences where we market and promote our services and the products of our customers.






Our Promoters and sales and marketing team who execute our sales and marketing operations have enabled our Company to adopt a focused approach towards creating brand awareness by targeting deeper penetration for marketing of the products of our customers and our services.

Insurance

Our Company has availed a car insurance policies for insuring vehicles owned by us, drone insurance policy for insuring agriculture drone, general insurances for insuring properties owned by us and group personal accident policy for insuring our employees.

Intellectual Property Related Approvals

As on date of this Draft Prospectus, our Company has registered the following trademarks:

Sr No.	Description	Class	Registration Number	Valid upto
1		12	6292049	February 6, 2034

Land and Property

We carry out our business operations from the following properties:

Freehold Properties

Sr No.	Details of the Property	Usage
1.	504, Fortune Business Center, office no 504, fifth floor, S No. 207, Hissa no--/1/4A/1 Mauje Wakad Tal Mulshi, near Chatrapati chowk, Kasbate Wasti Pune – 411057 - Maharashtra.	After taking the possession, the premises was given on rent. It was vacated by the tenant during COVID pandemic. After Covid period, our Company was operating temporarily from this premises for few months till March 2023, when the premises was vacant. With the expansion of team size, it was not possible to accommodate employees in the office. Hence, our Company had to shift to bigger premises on rental basis
2.	5, G Building, 24k Glitteraiti Commercial Building, Shop No 5 Ground Floor, S No 14/4/1,14/3/1,--14/3/1/1,14/3/1/2, 14/3/1/3, 14/3/1/4, 14/2/1 – 14/1/1/1/2, 14/1/1/1, 14/1/2+1/3/1, 14/5/1, 14/5/1/2, 14/5/1/3 and 14/5/1/4, Mauhe Pimple Nilakh Tal Haveli, Near 24k Opula Project, Dp Road-411027-Maharashtra, Pune constructed on non-agricultural land	Investment in this property was done with a view of starting GIS/Photogrammetry software training center. However, due to COVID-19 pandemic, these plans were put on hold. Post COVID-19 period, most of the software training was conducted online.
3.	Office No. 408, 4 th Floor, Gera’s Imperium Rise, Zone A of Pune Infotech- Biotech	Investment in this office was done

	Park, Hinjewadi, Phase II, Paud, Taluka- Mulshi, District- Pune, Maharashtra, India	with a view to shift to a major IT Park i.e. Hinjewadi Rajiv Gandhi Infotech Park. By the time we got possession of the property & premises got operational, we moved to a bigger rental office at Baner. Further, the office size was not sufficient enough to accommodate an increased strength of employees.
4.	Surveys Nos. 452, 453, 454, 455, 456, 457,458, 459, 461, 462, laying being and situated at Village: Sankalamaddi, Mossapet, Mandal, Devarkadra, District Mahabubnagar, Telangana, India.	Our Company intends to use this land for various activities such as warehousing of different types of drones, Drone Training activities under RPTO (which is to be established in near future), Test-flying of new drones which are under Research & Development and setting up facility for drone repairs & maintenance.*

**Our Company has paid an advance amount of ₹ 6.00 crore against a total consideration of ₹ 8.75 crore towards the purchase of land and also have entered into a memorandum of understanding dated June 25, 2024 governing the terms of purchase. It is agreed between the parties that the balance amount of ₹ 2.75 crore shall be paid to the seller, once the necessary government approvals are sought for converting the land into a non- agricultural (NA) land.*

Leasehold Property

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage
1.	Leave and License Agreement dated March 17, 2023 executed between by M/s. Icon Development Corporation (“Licensor”) and our Company	Icon Tower Office No. 402 & 403, S. No. 114/5/1, 115/1/1, 114/6/3, 115/2, 4th Floor, Baner Gaon, Haveli, Pune – 411 045, Maharashtra, India.	License fee of ₹ 2,92,250 per month from April 01, 2023 to March 31, 2024. Escalation of 5% at the end of every year on the last paid license fees.	For a period of five years with effect from March 17, 2023.	Registered Office

We confirm that there are no conflict of interest between the lessor of the immovable properties, (crucial for operations of our Company) and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and Group Company and its directors.

KEY INDUSTRIAL REGULATIONS AND POLICIES

The following description is an overview of certain sector-specific relevant laws and regulations in India which are applicable to the operations of our Company and its business. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information to Bidders. The information in this section is neither designed nor intended to be a substitute for professional legal advice and investors are advised to seek independent professional legal advice.

The statements below are obtained from publications available in the public domain based on the current provisions of applicable Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions and our Company or the LM are under no obligation to update the same.

A. Industry Related Laws and Regulations

Aircraft Act, 1934 as amended (“Aircraft Act”), the Aircraft Rules, 1937 as amended (“Aircraft Rules”) and the Drone Rules, 2021 (“Drone Rules”)

The Aircraft Act and the Aircraft Rules were enacted to control the manufacture, possession, use, operation, sale, and the import and export of aircrafts. They stipulate parameters for determining airworthiness, maintenance of aircrafts, general conditions for flying and safety, registration of aircrafts and conduct of investigations. The Directorate General of Civil Aviation (“DGCA”) is the competent authority for providing the abovementioned license and approvals. The DGCA is the regulatory body in the field of civil aviation primarily responsible for regulation of air transport services to/ from/ within India and for enforcement of civil air regulations, air safety and airworthiness standards. Further, the Bureau of Civil Aviation Security (“BCAS”) is an independent authority responsible for laying down standards and measures with respect to security of civil flights at international and domestic airports in India.

Pursuant to the Aircraft (Amendment) Act, 2020, three regulatory bodies under the Ministry of Civil Aviation were accorded the status of statutory organisations. The DGCA is responsible for carrying out safety oversight and regulatory functions, the BCAS is responsible for carrying out regulatory and oversight functions in respect of matters relating to civil aviation security and the Aircraft Accidents Investigation Bureau is responsible for matters related to investigation of aircraft accidents or incidents.

The Ministry of Civil Aviation, on August 25, 2021, notified the Drone Rules, which repealed the Unmanned Aircraft System Rules, 2021. The Drone Rules define a ‘drone’ as an unmanned aircraft system and it applies to: (i) all persons owning or possessing, or engaged in leasing, operating, transferring or maintaining an unmanned aircraft system in India; (ii) all unmanned aircraft systems that are registered in India; and (iii) all unmanned aircraft systems that are being operated for the time being, in or over India. The Drone Rules provides detailed provisions inter alia on: (i) classification of unmanned aircraft systems; (ii) certification of unmanned aircraft systems; (iii) registration of unmanned aircraft systems; (iv) operation of unmanned aircraft systems; (v) remote pilot licenses; and (vi) unmanned aircraft system traffic management. The Drone Rules authorise the Director General of Civil Aviation or an officer authorised by the Central Government, State Government or Union Territory Administration, to levy a penalty up to rupees one lakh, for a contravention of the Drone Rules.

Shops and Establishments Legislations

Establishments are required to be registered under the provisions of local shops and establishments legislations applicable in the states where such establishments are set up. Such legislations regulate the working and employment conditions of workers employed in such shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Shops and establishments have to be registered under the shops and establishments legislations of the respective states where they are located.

Transfer of Property Act, 1882

The Transfer of Property Act, 1882 (the “*T.P. Act*”) governs the transfer of property, including immovable property, between natural persons excluding a transfer by operation of law. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The T.P. Act also provides for the rights and liabilities of the vendor and purchaser in case of a transaction relating to sale of property and the lessor and lessee if the transaction involves lease of land, as the case may be.

The Registration Act, 1908

The Registration Act, 1908 (the “*Act*”) was passed to consolidate all the previous legislations which were enacted in relation to the registration of documents. This Act was promulgated to achieve the purpose of maintaining a proper regulatory record of transactional documents with a recognized officer in order to safeguard the original copies. The Act lays down two types of registration of documents, one being mandatory registration, which has been laid down under Section 17 of the Act and relates to documents such as, *inter alia* gift deed or transfer deed for an immovable property, non-testamentary instruments purporting to an interest in any immovable property, leasing or renting an immovable property. The other type of registration has been laid down under Section 18 of the Act which provides for the category of documents, registration of which is optional or discretionary and include, wills, instrument for transfer of shares, adoption deeds, etc. Failure to register a document under Section 17 of the Act can attract severe consequences, including declaration of invalidity of the transfer in question; however, no such consequence is attracted in case of Section 18 of the Act. Sections 28 and 31 of the Act provide the sub-registrars and other officers, the authority to register documents under this Act. Registration of a document, provides authenticity to a document and also acts as a conclusive proof in relation to the execution of such a document in the court of law.

Indian Stamp Act, 1899

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the Union list mentioned in the Seventh Schedule of the Constitution of India, is governed by the provisions of the Indian Stamp Act, 1899 (the “*Act*”), all others instruments are required to be stamped, as per the rates laid down by the State Governments. Stamp duty is required to be paid on such category of transaction documents laid down under the various laws of the states, which denotes that stamp duty was paid before the document became legally binding. The stamp duty has to be paid on such documents or instruments and at such rates which have been specified in the First Schedule of the Act. Instruments as mentioned in the said schedule of the Act, if are not duly stamped are not admissible in the court of law as valid evidence for the transaction contained therein. The Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the relevant authorities and validated by imposing of penalty on the parties. The amount of penalty payable on such instruments may vary from state to state.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951

The Act provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, where the investment in plant and machinery does not exceed Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) (ii) a small enterprise, where the investment in plant and machinery is more than Rs. 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed Rs. 5,00,00,000/- (Rupees Five Crores Only); or (iii) a medium enterprise, where the investment in plant and machinery is more than Rs. 5,00,00,000/- (Rupees Five Crores Only) but does not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only). The MSMED Act inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

B. TAX RELATED LAWS

The tax related laws that are applicable to our Company include the Customs Act, 1962, the Income Tax Act, 1961, the Income Tax Rules, 1962 and GST which includes the Central Goods and Services Tax Act, 2017, various State Goods and Services Tax legislations, and the Integrated Goods and Services Tax Act, 2017.

C. ENVIRONMENT RELATED LAWS

Our Company is not required to obtain relevant registrations and licenses under the environment related laws. However, a general summary of the environmental related laws have been provided below:

The Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act, 1974 (“**Water Act**”) aims to prevent and control water pollution by factories and manufacturing units and to maintain and restore the quality and wholesomeness of water. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, using of any new or altered outlet for the discharge of sewage or causing new discharge of sewage, must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

Air (Prevention and Control of Pollution) Act, 1981

The Air (Prevention and Control of Pollution) Act, 1981 (“**Air Act**”) provides for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. The state pollution control board must decide on the application within a period of 4 months of receipt of such application. The consent may contain certain conditions relating to specifications of pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the state pollution control board.

D. INTELLECTUAL PROPERTY LAWS

Information Technology Act, 2000

The Information Technology Act, 2000 (the “**IT Act**”) creates a liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful

loss or wrongful gain to any person, while possessing, dealing with, or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines, and imprisonment for various computer related offences. These include offences relating to unauthorised disclosure of confidential information and committing of fraudulent acts through computers, tampering with source code, unauthorised access, publication or transmission of obscene material etc. The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. In April 2011, the Department of Information Technology under the Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011 under Section 43A of the IT Act and the Information Technology (Intermediaries Guidelines) Rules, 2011 under Section 79(2) of the IT Act.

Trade Marks Act, 1999

Indian trademark law permits the registration of trademarks for goods and services. The Trade Marks Act, 1999 (“**Trade Mark Act**”) governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. An application for trademark registration may be made by individual or joint applicants and can be made on the basis of either use or intention to use a trademark in the future. Once granted, trademark registration is valid for ten years, unless cancelled, and may be renewed indefinitely upon payment of renewal fees every ten years. If not renewed after ten years, the mark lapses and the registration has to be restored. The Trade Mark (Amendment) Act, 2010 has been enacted by the Government to amend the Trade Mark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries. It also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to align the law with international practice.

In March 2017, the Trade Marks Rules, 2017 (“**Trade Mark Rules**”) were notified, in supersession of the Trade Marks Rules, 2002. The Trade Marks Rules brought with them some changes in the application process, in terms of an increase in application fees and common formats for multiple kinds of applications. However, the e-filing process has been incentivized by providing lower application fees.

Copyright Act, 1957

The Copyright Act, 1957, governs copyright protection in India. Under the Copyright Act, a copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organisation. While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favouring the ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years.

The remedies available in the event of infringement of copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused and the imposition of fines and seizures of infringing copies.

E. FOREIGN TRADE RELATED LAWS

Foreign Trade (Development and Regulation) Act, 1992, as amended (“Foreign Trade Act”).

The Foreign Trade Act empowered the Central Government to make provisions for the development and regulation of foreign trade by way of facilitating imports into as well as augmenting exports from the country and in all other matters related to foreign trade. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. It is authorised to periodically formulate the Indian Foreign Trade Policy, 2015-20 ("Foreign Trade Policy") and amend it thereafter whenever it deems fit. All exports and imports are required to be in compliance with this policy. The Foreign Trade Policy provides for certain schemes for the promotion of export of finished goods and import of inputs. The Foreign Trade Act, read with the Foreign Trade Policy, also provides that no person or company can make exports or imports without having obtained an importer exporter code (IEC) number unless such person or company is specifically exempted. The IEC shall be valid until it is cancelled by the issuing authority.

F. EMPLOYMENT RELATED LAWS

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Draft Prospectus, namely, (i) the Code on Wages, 2019 which will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020 which will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020 which will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972 and (iv) the Occupational Safety, Health and Working Conditions Code, 2020 which will repeal certain enactments including the Factories Act, 1948, Motor Transport Workers Act, 1961 and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India. A brief summary of the aforementioned laws have been provided below:

The Code on Wages, 2019

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The Central Government has notified certain provisions of this code mainly in relation to the constitution of the advisory board.

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including 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 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the

Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The Central Government has notified certain provisions of this code.

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

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

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under ("Schemes")

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

The Maternity Benefit Act, 1961 (the "Act")

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

Payment of Gratuity Act, 1972

Gratuity is a lump sum payment made by an employer as the retrial reward for his past service when his employment is terminated. The provisions of the Act are applicable on all the establishments in which ten or more employees were employed on any day of the preceding twelve months and as notified by the government from time to time. The Act provides that within 30 days of opening of the establishment, it has to notify the

controlling authority in Form A thereafter whenever there is any change in the name, address or in the change in the nature of the business of the establishment a notice in Form B has to be filed with authority. An employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, superannuation, death or disablement. The maximum amount of gratuity payable shall not exceed ₹ 3.50 Lakhs. Further, every employer has to obtain insurance for his liability towards gratuity payment to be made under payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

G. GENERAL CORPORATE AND OTHER ALLIED LAWS

Apart from the above list of laws which is inclusive in nature and not exhaustive – general laws like the Indian Contract Act, 1872, Specific Relief Act, 1963, Consumer Protection Act, 1986, Anti-Trust law such as Competition Act, 2002 and corporate Acts namely Companies Act, 2013 are also applicable to the Company.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated on March 9, 2010 as a private limited company under the name and style of 'Schnell Informatics Private Limited', under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 9, 2010 issued by the Registrar of Companies, Maharashtra at Pune. Subsequently, pursuant to a resolution passed by our Board of Directors in its meeting held on January 8, 2024, and by the Shareholders in their extraordinary general meeting held on January 13, 2024, the name of our Company was changed to 'Schnell Drone Technologies Private Limited' and a fresh certificate of incorporation dated January 30, 2024 was issued by the Registrar of Companies, Maharashtra at Pune. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in its meeting held on January 30, 2024, and by the Shareholders in an extraordinary general meeting held on January 31, 2024 and consequently the name of our Company was changed to 'Schnell Drone Technologies Limited' and a fresh certificate of incorporation dated February 5, 2024 was issued by the Registrar of Companies, Maharashtra at Pune. The corporate identification number of our Company is U72200PN2010PLC135732.

Change in registered office of our Company

The registered office of our Company at the time of incorporation was situated at B-2, Office No. 2, Lloyds Chambers, Mardhakka Chowk, Mangalwar Peth, Pune – 411 011, Maharashtra, India. The details of changes made to our Registered Office post incorporation of our Company have been provided below:

S. No.	Effective date of change	Details of change	Reason(s) for change
1.	November 1, 2020	The registered office of our Company was changed from B-2, Office No. 2, Lloyds Chambers, Mardhakka Chowk, Mangalwar Peth, Pune – 411 011, Maharashtra, India to S. No. 207/2/1/4(a)/1, Office 504, Fortune Business Centre, Nr. Ambience Hotel, Kaspate Wasti, Wakad. Pune - 411 057, Maharashtra, India.	For administrative convenience
2.	September 1, 2023	The registered office of our Company was changed from S. No. 207/2/1/4(a)/1, Office 504, Fortune Business Centre, Nr. Ambience Hotel, Kaspate Wasti, Wakad. Pune - 411 057, Maharashtra, India to Icon Tower Office No. 402 & 403, S. No. 114/5/1, 115/1/1, 114/6/3, 115/2, 4 th Floor, Baner Gaon, Haveli, Pune – 411 045, Maharashtra, India.	For administrative convenience

Main Objects of our Company

The main objects of our Company are as follows:

- To carry on the business of designing, developing, purchasing, selling, testing, trading, dealing, consulting, import and export of all kinds of software, computer hardware and peripherals, computerized systems, data processing, data entry, any kind of data transcription, call centre/Business Process Outsourcing, Document and Image processing, Desktop Publishing, Computer Aided Design, Multimedia content Development & Networking Services, System and Application Software implementation, System Integration Internet Service, Web Design and maintenance of controlling the equipment by software system and its all types of services.*
- To carry on the business of manufacture, import, export, alter, convert, modify, buy, sell, give or take on lease or hire purchase or on deferred credit or on license, service and repair or otherwise deal in any other manner, in appliances and apparatus and systems including but not limited to drones, equipment, software and hardware, silicon chips or any other equipment, communication equipment, display devices, high frequency apparatus, magnetic components, air borne equipment, generation and servo control equipment, control systems and allied equipment and machines and to conduct centre for complete services, peripherals and all other devices and accessories, spare parts, components and all kinds of instruments, apparatus, equipment and gadgets, used for or in connection with any of the aforesaid matters or products to develop, design and sell or otherwise give on hire programmers and to act as drone specialists, counsellors, advisors, programmers and*

to do all other things required in connection relation to the above mentioned business and to offer training, consultancy, advisory and all related services in all areas of drone operation, training, its use, manufacturing, assembling, and in the field of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like to obtain technical know-how, literature, brochures, technical data etc. from abroad and export/ disseminate them to other countries and engage in manpower recruitment for overseas requirements and also bring in necessary skilled personnel into the country and to develop, market implement systems and application software packages and related products for Indian and export markets to conduct software and hardware courses, to offer consultancy including hardware selection, system design, manpower selection, software development, implementation and training in furtherance of object mentioned above hereinbefore.

The main objects as contained in the MoA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of this Offer.

Amendments to the Memorandum of Association

The following amendments have been made to the Memorandum of Association of our Company in the last ten (10) years:

Date of shareholder's resolution	Nature of amendments
September 30, 2019	<p>Clause III (A) of the MoA was amended to insert the following new sub-clause III(A)(2) after existing Clause III(A)(1):</p> <p>2. To carry on the business of manufacture, import, export, alter, convert, modify, buy, sell, give or take on lease or hire purchase or on deferred credit or on license, service and repair or otherwise deal in any other manner, in appliances and apparatus and systems including but not limited to drones, equipment, software and hardware, silicon chips or any other equipment, communication equipment, display devices, high frequency apparatus, magnetic components, air borne equipment, generation and servo control equipment, control systems and allied equipment and machines and to conduct centre for complete services, peripherals and all other devices and accessories, spare parts, components and all kinds of instruments, apparatus, equipment and gadgets, used for or in connection with any of the aforesaid matters or products to develop, design and sell or otherwise give on hire programmers and to act as drone specialists, counsellors, advisors, programmers and to do all other things required in connection relation to the above mentioned business and to offer training, consultancy, advisory and all related services in all areas of drone operation, training, its use, manufacturing, assembling, and in the field of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like to obtain technical know-how, literature, brochures, technical data etc. from abroad and export/ disseminate them to other countries and engage in manpower recruitment for overseas requirements and also bring in necessary skilled personnel into the country and to develop, market implement systems and application software packages and related products for Indian and export markets to conduct software and hardware courses, to offer consultancy including hardware selection, system design, manpower selection, software development, implementation and training in furtherance of object mentioned above hereinbefore.</p>
December 2, 2022	<p>Clause V of the MoA was amended to increase the authorised share of our Company from ₹1,00,000 divided into 10,000 Equity Shares of ₹ 10 each to ₹ 10,00,000 consisting of 1,00,000 Equity Shares of ₹ 10 each.</p>
February 1, 2023	<p>Clause V of the MoA was amended to increase the authorised share of our Company from ₹10,00,000 divided into 1,00,000 Equity Shares of ₹ 10 each to ₹ 2,00,00,000 divided into 20,00,000 Equity Shares of ₹ 10 each.</p>
January 13, 2024	<p>Clause I of the MoA was amended to reflect the change of name of our Company from 'Schnell Informatics Private Limited' to 'Schnell Drone Technologies Private Limited'</p>

Date of shareholder's resolution	Nature of amendments
January 31, 2024	<i>Our Company was converted from a private limited company to a public limited company, and consequently the name of our Company was changed from 'Schnell Drone Technologies Private Limited' to 'Schnell Drone Technologies Limited'. Clause I of the MoA was amended to reflect the aforementioned change.</i>
February 6, 2024	<i>Clause V of the MoA was amended to increase the authorised share of our Company from ₹ 2,00,00,000 divided into 20,00,000 Equity Shares of ₹ 10 each to 14,00,00,000 divided into 1,40,00,000 Equity Shares of ₹ 10 each.</i>

Corporate profile of our Company

For details regarding the description of our Company's activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, launch of key services, entry in new geographies or exit from existing markets, major distributors and customers, segment, marketing and competition, please refer to the chapters titled "Our Business", "Our Management" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 118, 168 and 221 respectively, of this Draft Prospectus.

Major Events and Milestones

The table below sets forth some of the key events, milestones in our history since its incorporation.

Year	Events
2010	Our Company commenced its business operations
2012	Our Company entered into an agreement with FINE s.r.o. for distributing the Fine software for civil engineering (GE05) in India.
2013	Our Company entered into an agreement with Agisoft LLC, Russia, to market, promote, and resell software products developed by AgiSoft LLC in India, and use AgiSoft trademark, service mark and logo, for the same. Our Company markets and sells the photogrammetry product, Agiosft Metashape for AgiSoft LLC, and provides technical support for the same. Our Company entered into an agreement with Avenza Systems Inc. for the distributing any or all of its software products in India.
2019	Our Company entered into an agreement with India based drone manufacturer ideaForge Technology for reselling its drones in India.
2020	As part of our technical training segment, we successfully delivered ninja drone to University Institute of Engineering and Technology, South Campus, Panjab University, Chandigarh and also imparted three day training session to the research students on mechanism of flying the drone along with its key operations. We successfully delivered ninja drone to the Department of Geography of the Savitribai Phule Pune University, Pune and also imparted three day training session to the research students on mechanism of flying the drone along with its overall operations. We successfully delivered ninja drone to Solapur- City Development Corporation Limited and also imparted training to the staff on flying the drone along with its overall operations.
2021	Our Company empanelled with Andhra Pradesh Drone Corporation for carrying out Drone related projects in the territory of Andhra Pradesh. We successfully conducted three-day second round of training session in physical mode on mapping and flying the UAV (Q4i) at the Indian Institute of Technology Jodhpur, in accordance with their proper SOP. We successfully conducted two-day theoretical as well as practical training for the ideaForge Q4C drone at the Indian Institute of Technology, Bhilai.
2022	We successfully conducted a drone training for Kerala Highway Research Institute (KHRI), Centre of Excellence under the Public Works Department We conducted two days training session on "UAV operation and maintenance" at Indian Institute of Technology Ropar. We conducted two days training on "UAV operation and maintenance" at ASC Centre (North) -1 ATC, Bangalore. We successfully delivered a drone to State Forest Training Institute, Walayar, Palakkad District, Kerala, through Government e-Marketplace, and also imparted training to the new recruits of Kerala Forest and Wildlife Department. We conducted three days training in physical mode comprising of classroom and field session at College of Agricultural Engineering & Technology, Srinagar. As part of our data processing services, we recently advised Survey of India in acquiring 54.00 sq. km. of area using

Year	Events
	RYNO UAV under the SVAMITVA Scheme. This data was acquired for various villages in Agra District, Uttar Pradesh in the year 2022.
	We conducted two days training on “UAV operation and maintenance” at Goa Van Bhavan, Working Plan Division, Office of the Dy. Conservator of Forests, Government of Goa.
	We successfully conducted a drone training for Kerala Highway Research Institute (KHRI), Centre of Excellence under the Public Works Department
2023	We started offering services in the capacity of a service provider to ideaForge. The UAV services provided by us include (i) field services; (ii) demonstrations and trials; (iii) training; and (iv) drone as a service.
	Our Company has deployed a team of DGCA certified pilots in Uttarakhand for executing one of ideaForge’s surveillance projects.
	Blue Marble declared our Company the only approved Blue Marble Geographics reseller and the exclusive authorized reseller of Blue Marble Geographic’s Software in India.
2024	Information Technology Development Agency empaneled our Company as service provider for providing mapping services in Uttarakhand.
	Our Company entered into memorandum of agreement with Indian Farmers Fertiliser Cooperative Limited (IFFCO) for collaborating on a project for spraying IFFCO Nano fertilizers, Sagarika, IFFCO MC Agro-Chemicals and other IFFCO & IFFCO JV’s Agro products using drones.
2024	Department of Fisheries, Government of Maharashtra awarded a tender to our Company for providing drone services for the purpose of enforcing the Maharashtra Marine Fishing Regulation (Amendment) Act, 2021 in Maharashtra and thereby so curt the illegal fishing activities in the State Territorial Waters of Maharashtra

Awards and Accreditations

The table below sets forth some of the key awards received by our Company in its history since its incorporation.

Year	Events
2021	We received an appreciated letter from ideaForge for providing training for RYNO (Q4i Micro) drone to Survey of India, Pune.
2022	Our Company received letter of achievement from Blue Marble Geographics in recognition of our dedication and the accomplishments achieved by us in the Indian market.
	Our Company received an appreciation certificate from ideaForge, designating us their most valued partner in recognition of our outstanding achievements in promoting and selling ideaForge products in 2021 - 2022.
	We received a certificate of registration from QVA Certification certifying that our Company has been independently assessed and is compliant with the requirement of the standard ISO 9001:2015 (quality management system).
2023	Our Company received an appreciation certificate from ideaForge, designating us their most valued partner in recognition of our outstanding achievements in promoting and selling ideaForge products in 2022 - 2023.
	Our Company received an appreciation certificate from ideaForge, in recognition of our outstanding contribution to enterprise vertical and our achievements in promoting and selling ideaForge products in 2022 - 2023.
2024	Our Company received an appreciation letter from Blue Marble in recognition of our sales performance. In accordance with the letter, (i) we achieved a 4-year sales growth of 33.6%, which made us one of Blue Marble Geographics top performing partners in sales growth; and (ii) as of 2024, our Company was one of the overall top 5 best performing partners of Blue Marble Geographics.

Time and Cost Overrun

Our Company has not experienced any significant time and cost overrun in setting up projects.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

As of date of this Draft Prospectus, there are no defaults or rescheduling of borrowings from financial institutions or banks or conversion of loans into equity in relation to our Company.

Details regarding material acquisition or disinvestments of business / undertakings, mergers, amalgamation

Our Company has not made any business acquisition, merger and amalgamation or disinvestment of business in the last ten years.

Revaluation of assets

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last ten years.

Holding Company

As on the date of this Draft Prospectus, our Company does not have any holding company.

Subsidiaries of our Company

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

Associate or Joint ventures of our Company

As on the date of this Draft Prospectus, our Company does not have any associate or any joint ventures.

Strategic and Financial Partners

As on date of this Draft Prospectus our Company does not have any strategic and financial partners.

Shareholders and Other Agreements

There are no shareholders and other material agreements, apart from those entered into in the ordinary course of business carried on or intended to be carried on by us.

Agreements with key managerial personnel or a Director or Promoters or any other employee of the Company

There are no agreements entered into except in the ordinary course of business by a Key Managerial Personnel or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Guarantees given by Promoters offering its shares in the Offer for Sale

Except as stated in "*Financial Indebtedness*" on page 233 of this Draft Prospectus, our Promoters have not given any guarantees on behalf of our Company. The Promoter Selling Shareholders have not given any guarantees in respect of the Equity Shares forming part of the Offer for Sale.

Material Agreements

Our Company has not entered into any material agreements with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business of our Company.

We confirm that there are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non disclosure of which may have bearing on the investment decision.

Others

As on the date of Draft Prospectus, 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 ones which have already disclosed in Draft Prospectus.

OUR MANAGEMENT

Our Board of Directors

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than three (03) and not more than fifteen (15). As on date of this Draft Prospectus, we have Six (06) Directors on our Board, which includes one (01) Managing Director, two (02) Whole-Time Director, one of whom is the woman director of our Company, one (01) Non-executive Non-Independent Director and two (02) Non-Executive Independent Directors.

Set forth below, are details regarding our Board as on the date of this Draft Prospectus:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p>Bhushan Sharad Khomane</p> <p>DIN: 02922158</p> <p>Date of Birth: August 15, 1978</p> <p>Designation: Chairman and Managing Director</p> <p>Address: J 103, Air Castles, Near Alard Institute Marunji Road, Marunji, Pune – 411 057, Maharashtra, India</p> <p>Occupation: Business</p> <p>Term: A period of three (03) years with effect from February 6, 2024 until February 4, 2027</p> <p>Period of Directorship: Director since incorporation</p> <p>Nationality: Indian</p>	46	<p style="text-align: center;"><i>Companies</i></p> <p>1. Droneserv Technologies Private Limited</p> <p style="text-align: center;"><i>Limited Liability Partnerships</i></p> <p style="text-align: center;">Nil</p>
<p>Satyawan Balwant Jadhav</p> <p>DIN: 06624235</p> <p>Date of Birth: August 28, 1979</p> <p>Designation: Whole-time Director and Chief Technical Officer</p> <p>Address: A – 401, Sai Laxuria, Opp. Vimal Garden, Rahatani, Pune – 411 017, Maharashtra, India.</p> <p>Occupation: Business</p> <p>Term: A period of 3 (three) years with effect from February 6, 2024 until February 4, 2027</p> <p>Period of Directorship: Director since June 15, 2013</p> <p>Nationality: Indian</p>	45	<p style="text-align: center;"><i>Companies</i></p> <p>1. Droneserv Technologies Private Limited</p> <p style="text-align: center;"><i>Limited Liability Partnerships</i></p> <p style="text-align: center;">Nil</p>
<p>Sharmin Sahil Inamdar</p> <p>DIN: 08951269</p>	49	<p style="text-align: center;"><i>Companies</i></p> <p>1. Droneserv Technologies Private Limited</p>

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p>Date of Birth: February 5, 1975</p> <p>Designation: Whole-time Director</p> <p>Address: A- 203, Jains Carlton Creek, Lanco Hills Road, Khajaguda, Next to DPS School, Manikonda, Hyderabad – 500 089, Telangana, India.</p> <p>Occupation: Business</p> <p>Term: A period of 3 (three) years with effect from January 31, 2024 until January 30, 2027</p> <p>Period of Directorship: Director since January 30, 2024</p> <p>Nationality: Indian</p>		<p><i>Limited Liability Partnerships</i></p> <p>Nil</p>
<p>Shailesh Shrinivas Rathi</p> <p>DIN: 05344472</p> <p>Date of Birth: May 1, 1984</p> <p>Designation: Non-executive Director</p> <p>Address: SP 602, Sai Virat, Sinhagad Road, Sun City Road, Vadgaon Budruk, Anandnagar, Pune – 411 051, Maharashtra, India.</p> <p>Occupation: Business</p> <p>Term: Liable to retire by rotation</p> <p>Period of Directorship: Director since February 9, 2024</p> <p>Nationality: Indian</p>	40	<p><i>Companies</i></p> <p>Nil</p> <p><i>Limited Liability Partnerships</i></p> <p>Insignia Landmarks LLP</p>
<p>Pavan Joseph</p> <p>DIN: 03055599</p> <p>Date of Birth: October 12, 1976</p> <p>Designation: Independent Director</p> <p>Address: D-405, Siciliaa Apartment, C.H.S, B.T. Kawade Road, Ghorpadi, Haveli, Pune – 411 001, Maharashtra, India.</p> <p>Occupation: Business</p> <p>Term: A period of five (5) years with effect from February 9, 2024 until February 9, 2029</p> <p>Period of Directorship: Director since February 9, 2024</p> <p>Nationality: Indian</p>	47	<p><i>Companies</i></p> <ol style="list-style-type: none"> 1. Parimal Precision Private Limited; 2. Italuxe Private Limited; 3. Rebotica Private Limited; and <p><i>Limited Liability Partnerships</i></p> <p>Nil</p>
<p>Anjani Kumar Agarwal</p>	49	<p><i>Companies</i></p>

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p>DIN: 00006982</p> <p>Date of Birth: February 11, 1975</p> <p>Designation: Independent Director</p> <p>Address: Plot No. 68, AP Text Book Colony, Gunrock Enclave, Karkhana, Near Name Estate, Secunderabad, Hyderabad – 500 009, Telangana, India.</p> <p>Occupation: Business</p> <p>Term: A period of five (5) years with effect from February 9, 2024 until February 9, 2029</p> <p>Period of Directorship: Director since February 9, 2024</p> <p>Nationality: Indian</p>		<ol style="list-style-type: none"> 1. DRS Cargo Movers Limited 2. Agarsen Education Foundation 3. DRS Shipping and Air Cargo Private Limited 4. DRS Dilip Roadlines Limited 5. DRS Warehousing (South) Private Limited 6. Bade Bhaiya Packing and Moving Private Limited 7. Bade Bhaiya Packers and Movers Private Limited 8. DRS Logistics Private Limited 9. DRS Education Private Limited 10. DRS International School Private Limited 11. Edify Infrastructure Development Private Limited 12. DRS Sunlite Projects Private Limited <p style="text-align: center;"><i>Limited Liability Partnerships</i></p> <p style="text-align: center;">Nil</p>

Brief Biographies of our Directors

Bhushan Sharad Khomane, aged 46 years, is one of the Promoters of our Company. He is the Chairman and Managing Director of our Company. He holds a bachelor's degree in engineering (mechanical) from University of Pune. He also attended Indira School of Management Studies to pursue a post graduate diploma in business management. In the past, he was associated with Tata Consultancy Services in the capacity of an assistant systems engineer; and with Rolta India Limited in the capacity of a management associate in sales and marketing division. He has been associated with our Company since incorporation and oversees the marketing division as well as strategic planning of our Company. He has an experience of more than a decade in marketing and selling of software products and drones.

Satyawan Balwant Jadhav, aged 45 years, is one of the Promoters of our Company. He is a Whole-time Director and Chief Technical Officer of our Company. He holds bachelor's degree in engineering (production branch) from University of Pune. He also attended Maharashtra State Board of Technical Education to pursue a diploma in production technology. In the past, he was associated with Rolta India Limited in the capacity of senior executive – level two and with Trinity Comnet Private Limited in the capacity of manager – sales. He has been associated with our Company since 2013 and oversees drone training, drone repair and maintenance and drone development. He has experience of more than a decade in offering drone services, training and development.

Sharmin Sahil Inamdar, aged 49 years, is one of the Promoters of our Company. She is a Whole-time Director of our Company. She holds a bachelor's degree in science from University of Pune. She has received a provisional certificate from Pondicherry University certifying that she has passed the master's degree in marketing management. She has been associated with our Company since June 1, 2010 in the capacity of business development head – north India region. She was promoted as the Whole-time Director with effect from January 30, 2024. Presently, she heads the business development division of our Company.

Shailesh Shrinivas Rathi, aged 40 years, is a Non-executive Director of our Company. He holds a bachelor's degree in commerce from University of Pune. He had attended University of Pune to pursue a master's degree in commerce. He is a fellow member of the Institute of Chartered Account of India. He also has passed professional program examination conducted by the Institute of Company Secretaries of India. He has completed a course on indirect taxes organised by the indirect taxes committee of the Institute of Chartered Accountants of India. He has

also completed the programme on strategic thinking and leadership held at the Indian Institute of Management Ahmedabad. He is a partner at M/s. Rathi and Rathi Co and has more than a decade of experience in accounting, taxation, and financial consultancy. He has been associated with our Company since February 9, 2024.

Pavan Joseph, aged 47 years, is an Independent Director of our Company. He holds a bachelor's degree in arts from Mangalore University. He has completed the administrative French and civil knowledge program organised by Office of the Delegate for Foreigners, Department of Economy, France. He also completed the course in advanced French organised by Department of Public Economics, Employment Service, Direction of Training. He has also completed courses on languageline solutions new hire orientation and languageline solutions Linc Dei system training from LanguageLine Solutions Training Department. In the past, he was associated with Octagona India Private Limited in the capacity of business development manager. He is the sole proprietor of Inspera Business Consulting, which is engaged in offering consulting services. He has been associated with our Company since February 9, 2024.

Anjani Kumar Agarwal, aged 49 years, is an Independent Director of our Company. He is an undergraduate. Presently, he is managing director and chief executive officer of DRS Dilip Roadlines Limited. He has been associated with our Company since February 9, 2024.

As on the date of the Draft Prospectus

- A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
- B. Neither Promoters nor persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) during his/her tenure.
- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

Relationship between our Directors

None of the Directors of our Company are related to each other.

Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel, Senior Management or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of the directors was selected as a director or member of senior management.

Payment or Benefit to officers of our Company

Except as stated otherwise in this Draft Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Service Contracts

Other than the statutory benefits that the KMPs are entitled to, upon their retirement, Directors and the Key Managerial Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Our Company has, pursuant to a special resolution passed at the Extraordinary General Meeting held on January 31, 2024, resolved that in accordance with the provisions of the Companies Act, 2013, our Board is authorised to borrow, from time to time, such sum or sums of moneys as the Board which together with the moneys already borrowed by our Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed at any time the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys borrowed by the Board of Directors and outstanding at one time shall not exceed ₹ 20,000 lakhs.

Terms of appointment and remuneration of our Managing Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on February 5, 2024 and approved by the Shareholders of our Company at the EGM held on February 6, 2024, Bhushan Sharad Khomane was appointed as the Managing Director of our Company for a period of three (03) years with effect from February 6, 2024 until February 4, 2027, along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

Basic Salary	₹ 30,000 per month
Perquisites	<ul style="list-style-type: none"> • Category A: <ul style="list-style-type: none"> i. Medical reimbursement for self and family as per the rules of the Company ii. Leave travel reimbursement of domestic and foreign along with family as per the rules of the company. • Category B: <ul style="list-style-type: none"> i. Contribution to provident fund, superannuation fund, annuity fund or gratuity as per the rules of the Company ii. Encashment of leave as per the rules of the Company • Category C: <ul style="list-style-type: none"> Car, telephone at residence and mobile phone for use on Company's business
Minimum Remuneration	The Director shall be entitled to a minimum remuneration as prescribed under Section II of Part II of Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder

Terms of appointment and remuneration of our Whole-time Directors

Satyawan Balwant Jadhav

Pursuant to a resolution passed by the Board of Directors at the meeting held on February 5, 2024 and approved by the Shareholders of our Company at the EGM held on February 6, 2024, Satyawan Balwant Jadhav was appointed as the Whole-time Director of our Company for a period of three (03) years with effect from February 6, 2024 along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

Basic Salary	₹ 30,000 per month
Perquisites	<ul style="list-style-type: none"> • Category A: <ul style="list-style-type: none"> i. Medical reimbursement for self and family as per the rules of the Company ii. Leave travel reimbursement of domestic and foreign along with family as per the rules of the company. • Category B: <ul style="list-style-type: none"> i. Contribution to provident fund, superannuation fund, annuity fund or gratuity as per the rules of the Company ii. Encashment of leave as per the rules of the Company • Category C: <ul style="list-style-type: none"> Car, telephone at residence and mobile phone for use on Company's business
Minimum	The Director shall be entitled to a minimum remuneration as prescribed under Section II of Part II of

Remuneration	Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder
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Sharmin Sahil Inamdar

Pursuant to a resolution passed by the Board of Directors at the meeting held on January 30, 2024 and approved by the Shareholders of our Company at the EGM held on January 31, 2024, Sharmin Sahil Inamdar was appointed as the Whole-time Director of our Company for a period of three (03) years with effect from January 31, 2024 along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

Basic Salary	₹ 30,000 per month
Perquisites	<ul style="list-style-type: none"> • Category A: <ul style="list-style-type: none"> i. Medical reimbursement for self and family as per the rules of the Company ii. Leave travel imbursement of domestic and foreign along with family as per the rules of the company. • Category B: <ul style="list-style-type: none"> i. Contribution to provident fund, superannuation fund, annuity fund or gratuity as per the rules of the Company ii. Encashment of leave as per the rules of the Company • Category C: <ul style="list-style-type: none"> Car, telephone at residence and mobile phone for use on Company's business
Minimum Remuneration	The Director shall be entitled to a minimum remuneration as prescribed under Section II of Part II of Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder

Remuneration details of our Directors

(i) Remuneration of our Executive Directors

The aggregate value of the remuneration paid to the Executive Directors in Fiscal 2024 is as follows:

S. No.	Name of the Director	Remuneration (₹ in lacs)
1.	Bhushan Sharad Khomane	22.30
2.	Satyawan Balwant Jadhav	19.55
3.	Sharmin Sahil Inamdar	9.00*

*Sharmin Sahil Inamdar also received remuneration in the capacity of business development head- north india region until January 30, 2024. She has been appointed as Additional (Executive) Director with effect from January 30, 2024.

Our Executive Directors were not paid sitting fee in Fiscal 2024 for attending meetings of the Board of Directors and its committees.

(ii) Sitting fee details of our Independent Directors and Non-Executive Directors in Fiscal 2024 is as follows:

S. No.	Name of the Director	Remuneration (₹ in lacs)
1.	Shailesh Shrinivas Rathi	Nil
2.	Pavan Joseph	Nil
3.	Anjani Kumar Agarwal	Nil

*Shailesh Shrinivas Rathi, Pavan Joseph and Anjani Kumar Agarwal have been appointed as Non-executive Director and Independent Directors respectively with effect from February 9, 2024. They have not received any sitting fee during the Fiscal 2024.

Our Board of Directors in their meeting held on February 6, 2024 have fixed ₹ 10,000/- per meeting as sitting fee for Independent Directors and Non-Executive Directors, for attending meetings of the Board of Directors and its committees.

Payment or benefit to Directors of our Company

Except as disclosed in this Draft 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 Executive Directors except the normal remuneration for

services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our Directors.

Loans to Directors

There are no loans that have been availed by the Directors from our Company that are outstanding as on the date of this Draft Prospectus.

Shareholding of Directors in our Company

Except as stated below, none of our Directors holds any Equity Shares of our Company as on the date of filing of this Draft Prospectus:

Sr. No.	Name of Director	Number of Equity Shares	% of the pre-Offer Equity Share Capital
1)	Bhushan Sharad Khomane	32,48,148	33.20%
2)	Satyawan Balwant Jadhav	13,83,264	14.14%
3)	Sharmin Sahil Inamdar	22,09,884	22.59%
4)	Shailesh Shrinivas Rathi	1,00,500	1.03%

* Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

Interest of our Directors

Our Executive Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our see “*Terms of appointment and remuneration of our Executive Directors*” above.

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 promoters, directors, partners, proprietors or trustees or kartas 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 promoters, directors, partners, proprietors, members or trustees, pursuant to this Offer. Except as disclosed in “*Financial Information*” and “*Our Promoters and Promoter Group*” beginning on Page Nos. 190 and 181, respectively of this Draft Prospectus, our Directors are not interested in any other company, entity or firm.

Except as stated in “*Restated Financial Information – Annexure V – Note 28 - Statement Of Related Party Transaction*” from the chapter titled “*Restated Financial Information*” on Page No. 190 of this Draft Prospectus, our Directors do not have any other interest in the business of our Company.

Interest as to property

Our Directors do not have any interest in any property acquired or proposed to be acquired by our Company.

Bonus or Profit Sharing Plan for our Directors

None of our Directors are a party to any bonus or profit sharing plan.

Changes in our Board during the Last Three Years

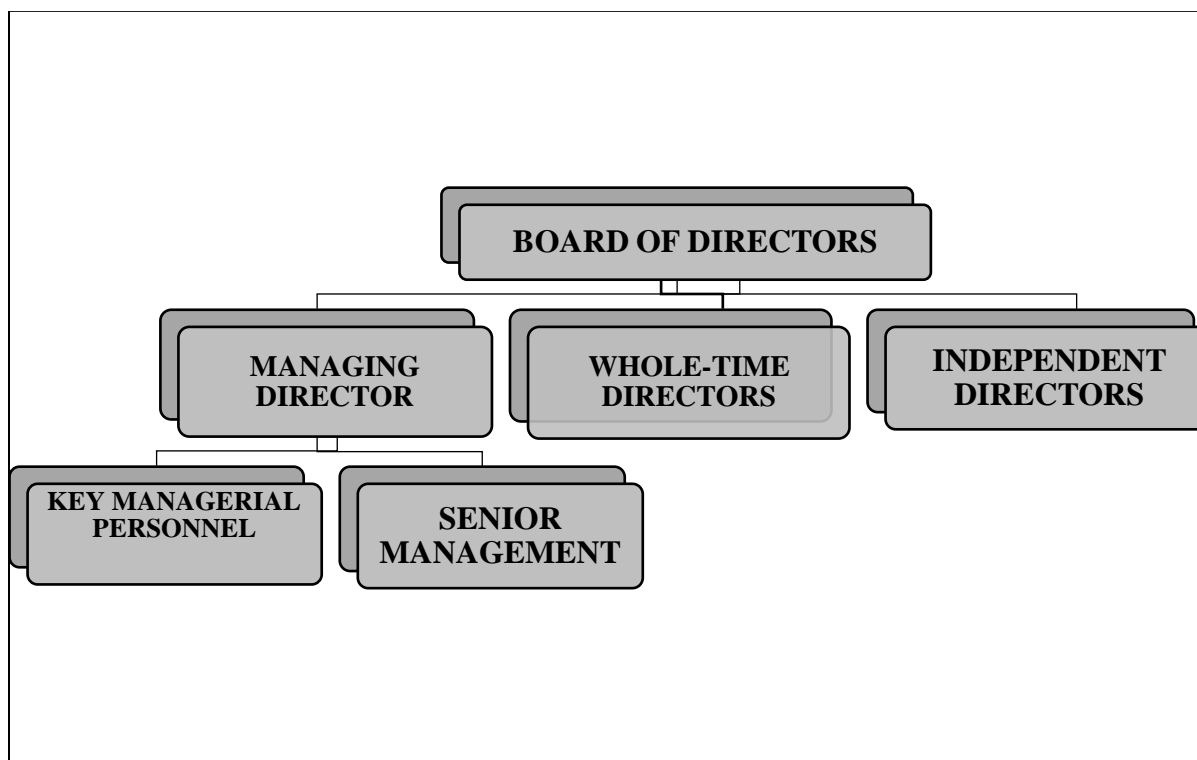
Except as disclosed below, there have been no changes in our Board during the last three years.

Name of Director	Date of Appointment	Date of Cessation	Reasons for Change/ Appointment
Shailesh Shrinivas Rathi	February 9, 2024	-	Appointed as Non-executive Director
Pavan Joseph	February 9, 2024	-	Appointed as Independent Director
Anjani Kumar Agarwal	February 9, 2024	-	Appointed as Independent Director
Bhushan Sharad Khomane	February 6, 2024	-	Change in designation from Executive Director to Managing Director and Chairman
Satyawan Balwant Jadhav	February 6, 2024	-	Change in designation from Executive Director to Whole-time Director

Name of Director	Date of Appointment	Date of Cessation	Reasons for Change/ Appointment
Sharmin Sahil Inamdar	January 31, 2024	-	Regularized and appointed as the Whole-time Director
Sharmin Sahil Inamdar	January 30, 2024	-	Appointed as Additional (Executive) Director
Sharmin Sahil Inamdar	-	March 15, 2023	Resigned as a Non-Executive Director
Sharmin Sahil Inamdar	December 31, 2022	-	Appointed as Non-Executive Director

Management Organization Structure

Set forth is the management organization structure of our Company:



Corporate Governance

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Draft Prospectus, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions to the applicable provisions of the Companies Act, 2013 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. 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 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

The Audit Committee was constituted *vide* Board resolution dated March 9, 2024 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Draft Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Pavan Joseph	Chairman	Independent Director
Anjani Kumar Agarwal	Member	Independent Director
Bhushan Sharad Khomane	Member	Chairman and Managing Director

Our Company Secretary and Compliance officer acts as the secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

1. Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors on any significant findings and follow up thereon.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the

matter to the board.

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.
21. 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.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee enjoys following powers:

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Management letters/letters of internal control weaknesses issued by the statutory auditors.
3. Internal audit reports relating to internal control weaknesses.
4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
5. statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
6. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at-least two times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on March 9, 2024. As on the date of this Draft Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Pavan Joseph	Chairman	Independent Director
Anjani Kumar Agarwal	Member	Independent Director
Shailesh Shrinivas Rathi	Member	Non-Executive Director

Our Company Secretary and Compliance officer acts as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. Formulation of the criteria for determining qualification, 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.
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
4. Devising a policy on diversity of Board of Directors.
5. 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.
6. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
7. recommend to the board, all remuneration, in whatever form, payable to senior management.
8. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at-least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee has been formed by the Board of Directors, at the meeting held on March 9, 2024. As on the date of this Draft Prospectus the Stakeholders' Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Pavan Joseph	Chairman	Independent Director
Anjani Kumar Agarwal	Member	Independent Director
Satyawan Balwant Jadhav	Member	Whole-time Director and Chief Technical Officer

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

This Committee supervises all grievances of Shareholders and Investors and its terms of reference include the following:

1. 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.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. 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.
4. 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.

The Stakeholders' Relationship Committee is required to meet at-least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

Our Key Managerial Personnel

In addition to our Managing Director, Whole-time Directors and Chief Technical Officer, whose details have been provided under paragraph above titled '*Brief Profile of our Directors*', set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Prospectus:

Harsha Keshav Shegokar, aged 29 years, is the Chief Financial Officer of our Company. She holds a bachelor's degree in commerce from Sant Gadge Baba Amravati University. She had also attended Savitribai Phule Pune University to pursue a master's degree in business administration. She has been associated with our Company since 2017 in the capacity of an accountant and office assistant and was promoted as the Chief Financial Officer of our Company with effect from February 16, 2024. She heads the accounts and finance division of our Company. During Fiscal Year 2024, she has drawn remuneration of ₹ 0.76 lakhs, in the capacity of Chief Financial Officer.

Saloni Umesh Munot, aged 26 years, is the Company Secretary and Compliance Officer of our Company. She has attended Savitribai Phule Pune University to pursue a bachelor's degree in commerce and also holds a bachelor's degree in law from the said university. She is an associate member of the Institute of Company Secretaries of India. In the past, she was associated with Coding Invaders Private Limited in the capacity of a company secretary. She has been associated with our Company since February 16, 2024 and shall be responsible for heading the secretarial and compliance division of our Company. During Fiscal Year 2024, she has drawn remuneration of ₹ 0.50 lakhs.

All our Key Managerial Personnel are permanent employees of our Company.

Our Senior Managerial Personnel

In addition to our Managing Director, Whole-time Directors and Chief Technical Officer, Chief Financial Officer and Company Secretary and Compliance Officer, whose details have been provided under paragraph above titled '*Brief Profile of our Directors*' and '*Our Key Managerial Personnel*', set forth below are the details of our Senior Managerial Personnel as on the date of filing of this Draft Prospectus:

Sandip Shivaji Pawar, aged 37 years, is Head of Operations of our Company. He had attended University of Pune to pursue (i) bachelor's degree in arts; (ii) bachelor's degree in science (in GIS and remote sensing); and (iii) master's degree in arts. He was associated with project SECOA, which was organised by University of Pune, in the capacity of a research assistant. He has been associated with our Company since 2013 and had joined as a product specialist. In 2019, he was promoted to the position of assistant manager, in 2020, he was promoted to the position of deputy manager, in 2021 he was promoted to the position of manager, in 2023 he was promoted as the senior manager of our Company. In the year, 2024, he was promoted as the Head of Operations of our Company and oversees execution of service orders in all the divisions of our Company. He has received a remuneration of ₹ 12.51 lakhs during Fiscal 2024.

Relationship of Key Managerial Personnel and Senior Management with our Directors, Promoters and / or other Key Managerial Personnel and Senior Management

None of the Directors, Key Managerial Personnel and Senior Management are related to each other or to our Promoters or to any of our Directors.

Shareholding of the Key Managerial Personnel and Senior Management

Except as disclosed in “*Shareholding of Directors in our Company*”, and except as disclosed below, none of the Key Management Personnel and Senior Management hold shareholding in our Company:

Sr. No.	Name of SMP/ KMP	Number of Equity Shares	% of Equity Share Capital
1)	Harsha Keshav Shegokar	12,120	0.12
2)	Sandip Shivaji Pawar	20,208	0.21
Total		32,328	0.33

Bonus or Profit Sharing Plan for our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management is a party to any bonus or profit sharing plan.

Payment or benefit to Key Managerial Personnel and Senior Management of our Company

Except as disclosed in this Draft Prospectus, no amount or benefit has been paid or given within two preceding years or is intended to be paid or given to any of the Key Managerial Personnel and Senior Management except the normal remuneration for services rendered by them. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management.

Interest of Key Managerial Personnel and Senior Management

Except as disclosed in this Draft Prospectus, none of our Key Managerial Personnel and Senior Management have any interest in our Company other than to the extent of the remuneration, equity shares held by them 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.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management have been appointed.

Changes in Key Managerial Personnel and Senior Management in the Last Three Years

In addition to the changes specified under “- *Changes in our Board during the Last Three Years*”, set forth below, are the changes in our Key Managerial Personnel and Senior Management in the last three years immediately preceding the date of filing of this Draft Prospectus:

Name	Designation	Date of change	Reason
Saloni Umesh Munot	Company Secretary and Compliance Officer	February 16, 2024	Appointment
Harsha Keshav Shegokar	Chief Financial Officer	February 16, 2024	Appointment
Satyawan Balwant Jadhav	Chief Technical Officer	March 5, 2024	Appointment

The attrition of the Key Management Personnel and Senior Management is as per the industry standards.

Employees' Stock Option Plan

As on date of this Draft Prospectus, our Company does not have any employee stock option plan or purchase schemes for our employees.

Loans taken by Directors / Key Management Personnel and Senior Management

Our Company has not granted any loans to the Directors and/or Key Management Personnel and Senior Management as on the date of this Draft Prospectus.

OUR PROMOTER AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are Bhushan Sharad Khomane, Satyawant Balwant Jadhav and Sharmin Sahil Inamdar.

The details of the shareholding of our Promoters, as on date of this Draft Prospectus has been provided below:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Offer Equity Share Capital
1.	Bhushan Sharad Khomane	32,48,148	33.20%
2.	Satyawan Balwant Jadhav	13,83,264	14.14%
3.	Sharmin Sahil Inamdar	22,09,884	22.59%
Total		68,41,296	69.93%

For details, please see “*Capital Structure – Build-up of Promoters’ shareholding, Minimum Promoters’ Contribution and lock-in – Build-up of the Equity Shareholding of our Promoters in our Company*” on page 71.

Details of our Promoters are as follows:

1. *Bhushan Sharad Khomane*



Bhushan Sharad Khomane, aged 46 years, is the Promoter, Chairman and Managing Director of our Company. He resides at J 103, Air Castles, Near Alard Institute Marunji Road, Marunji, Pune – 411 057, Maharashtra, India.

The Permanent Account Number of Bhushan Sharad Khomane is AJYPK6477G.

For complete profile of Bhushan Sharad Khomane, along with details of his date of birth, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, please see “*Our Management*” on page 168.

2. *Satyawan Balwant Jadhav*



Satyawan Balwant Jadhav, aged 45 years, is the Promoter and Whole-time Director of our Company. He resides at A – 401, Sai Laxuria, Opp. Vimal Garden, Rahatani, Pune – 411 017, Maharashtra, India.

The Permanent Account Number of Satyawan Balwant Jadhav is AGOPJ5850D.

For complete profile of Satyawan Balwant Jadhav, along with details of his date of birth, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, please see “*Our Management*” on page 168.

3. *Sharmin Sahil Inamdar*



Sharmin Sahil Inamdar, aged 49 years, is the Promoter and Whole-time Director of our Company. She resides at A- 203, Jains Carlton Creek, Lanco Hills Road, Khajaguda, Next to DPS School, Manikonda, Hyderabad – 500 089, Telangana, India.

The Permanent Account Number of Sharmin Sahil Inamdar is AYHPP6584H.

For complete profile of Sharmin Sahil Inamdar, along with details of her date of birth, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, please see “*Our Management*” on page 168.

Our Company confirms that the permanent account numbers, bank account numbers, passport numbers, Aadhaar card numbers and driving license numbers of our Promoters, shall be submitted to the Stock Exchange at the time of filing of this Draft Prospectus.

Change in control of our Company

There has been no change in the management or control of our Company during the last five years preceding the date of this Draft Prospectus.

Other ventures of our Promoters

Our Promoters are involved in other ventures and business activities in different capacities as listed below:

Bhushan Sharad Khomane

S. No.	Name of the entity	Nature of interest / position
1.	Droneserv Technologies Private Limited	Director and Shareholder
2.	M/s. Orion Agrotech (partnership firm)	Partner
3.	M/s. Orion Landmarks (partnership firm)	Partner

Satyawan Balwant Jadhav

S. No.	Name of the entity	Nature of interest / position
1.	Droneserv Technologies Private Limited	Director and Shareholder
2.	M/s. Orion Agrotech (partnership firm)	Partner
3.	M/s. Orion Landmarks (partnership firm)	Partner
4.	M/s. Friends Foods and Hospitality	Partner

Sharmin Sahil Inamdar

S. No.	Name of the entity	Nature of interest / position
1.	Droneserv Technologies Private Limited	Director and Shareholder
2.	M/s. Orion Agrotech (partnership firm)	Partner
3.	M/s. Orion Landmarks (partnership firm)	Partner

Except as stated above and except as disclosed in “– Promoter Group” below and in “Our Management” on pages 184 and 168, our Promoters are not involved in any other ventures.

Interests of Promoters

- (a) Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) their shareholding in our Company; (iii) the dividends payable thereon; and (iv) any other distributions in respect of their shareholding in our Company.

Additionally, our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) in which our Promoters are partners or directors; or (iii) which are controlled by our Promoters. For further details of interest of our Promoters in our Company, see “Restated Financial Information – Annexure V – Note 28 - Statement Of Related Party Transaction” from the chapter titled “Restated Financial Information” on Page No. 190 of this Draft Prospectus.

- (b) Further, Bhushan Sharad Khomane, Satyawan Balwant Jadhav and Sharmin Sahil Inamdar, are also interested in our Company in the capacity of Managing Director and Whole-time Directors, respectively, and may be deemed to be interested in the remuneration payable to them and the reimbursement of expenses incurred by them in the said capacity. For further details, see “Our Management” on page 168. For further details of interest of our Promoters in our Company, see “Restated Financial Information – Annexure V – Note 28 - Statement Of Related Party Transaction” from the chapter titled “Restated Financial Information” on Page No. 190 of this Draft Prospectus.
- (c) Except as disclosed in “Financial Statements” and “Financial Indebtedness” on page 190 and 233, respectively in this Draft Prospectus, our Promoters and members of our Promoter Group have (i) not extended any personal guarantees and (ii) have not provided their personal properties, for securing the repayment of the bank loans obtained by our Company. Our Promoters have also advanced certain unsecured loans to our Company, for further details, please refer to the chapter titled “Financial Indebtedness” on page 233 of this Draft Prospectus.
- (d) Except for the interest held by our Promoters in Droneserv Technologies Private Limited, our Promoters do not have any interest in any venture that is involved in activities similar to those conducted by our Company. While, Droneserv Technologies Private Limited is yet to commence business operations, however the objects clause of

the said company authorise it to engage in business activities which are similar as that of our Company.

- (e) No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a director or Promoter or otherwise for services rendered by the Promoters, or by such firm or company, in connection with the promotion or formation of our Company.
- (f) Except as disclosed in “*Restated Financial Information – Annexure V – Note 28 - Statement Of Related Party Transaction*” from the chapter titled “*Restated Financial Information*” on Page No. 190 of this Draft Prospectus, there has been no payment or benefits by our Company to our Promoters during the two years preceding the date of this Draft Prospectus nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Prospectus.

Interest in property, land, construction of building and supply of machinery

Our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft 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.

Payment or benefits to Promoter or Promoter Group

Except as disclosed above and as stated in “*Restated Financial Information – Annexure V – Note 28 - Statement Of Related Party Transaction*” from the chapter titled “*Restated Financial Information*” on Page No. 190 of this Draft Prospectus, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Prospectus.

Material guarantees

As on the date of this Draft Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Other confirmations

Our Promoters are not Wilful Defaulters or a Fraudulent Borrowers.

Our Promoters are not Fugitive Economic Offenders.

Our Promoters and members of the Promoter Group have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Our Promoters are not, and have not been in the past, promoters or directors of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

PROMOTER GROUP

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
<i>Bhushan Sharad Khomane</i>		
1	Sharad Radhakrishna Khomane	Father
2	Rajani Sharad Khomane	Mother
3	Prachi Bhushan Khomane	Spouse
4	-	Brother
5	Pournima Jaydeep Darekar	Sister
6	Arjun Bhushan Khomane	Son
7	-	Daughter
8	Nandkumar Gajanan Pansare	Spouse's Father
9	Pansare Sunanda Nandkumar	Spouse's Mother
10	Pankaj Pansare	Spouse's Brother
11	-	Spouse's Sister
<i>Satyawan Balwant Jadhav</i>		
1	Late Balwant Bapurao Jadhav	Father
2	Geeta Balwant Jadhav	Mother
3	Khyati Satyawan Jadhav	Spouse
4	Amit Balwant Jadhav	Brother
5	Sandeep Balwant Jadhav	Brother
6	-	Sister
7	Rajwardhan Satyawan Jadhav	Son
8	Rajlakshmi Satyawan Jadhav	Daughter
9	Narayan Tapre	Spouse's Father
10	Laxmi Tapre	Spouse's Mother
11	Vinod Kumar Tapre	Spouse's Brother
12	Tapre Pramod Narayan	Spouse's Brother
13	-	Spouse's Sister
<i>Sharmin Sahil Inamdar</i>		
1	Riyaz Mohamadkhan Pathan	Father
2	Late Nahid Riyaz Pathan	Mother
3	Sahil V. Inamdar	Spouse
4	-	Sister
5	Ruman Riyaz Pathan	Brother
6	Imran Riyaz Pathan	Brother
7	Amaan Sahil Inamdar	Son
8	Riyan Sahil Inamdar	Son
9	Aliya Sahil Inamdar	Daughter
10	Dr. Vilas Subrao Patil	Spouse's Father
11	Dr. Patil Nayana Vilas	Spouse's Mother
12	Pankaj Vilas Patil	Spouse's Brother
13	-	Spouse's Sister

Bodies corporates, partnership firms forming part of the Promoter Group

S. No.	Name of entities
1.	Droneserv Technologies Private Limited
2.	M/s. Orion Landmarks (partnership firm)
3.	M/s. Orion Agrotech (partnership firm)
4.	Friends Foods and Hospitality (partnership firm)
5.	Hoopstar Entertainment
6.	KJ Enterprises (sole proprietorship)
7.	Nutriahar Cropscience LLP

Other Confirmations

Neither our Promoters nor members of the Promoters' Group have been declared as wilful defaulters by the RBI or any other governmental authority nor there are any violations of securities laws committed by them in the past or are currently pending against them.

Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither Promoters nor entities forming part of our Promoters' Group have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of the Promoters' Group are not and have never been promoter, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of this Draft Prospectus against our Promoter.

There is no conflict of interest between suppliers of raw material and third party service providers and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and Group Company and its directors.

Common Pursuits of our Promoters

Droneserv Technologies Private Limited is authorised to engage in the same line of business as that of our Company. Further, currently we do not have any non-compete agreement/arrangement with Droneserv Technologies Private Limited. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of 'group companies', our Company has considered such companies with which there were related party transactions during the period for which Restated Financial Statements has been disclosed in this Draft Prospectus, as covered under the applicable accounting standards.

Accordingly, all such companies with which there were related party transactions during the periods covered in the Restated Financial Statements, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

Based on the parameters outlined above, our Company does not have any group companies as on the date of this Draft Prospectus.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, during the last three Fiscals, as per the requirements under the relevant accounting standards and as reported in the Restated Financial Information, see “*Restated Financial Information – Annexure V – Note 28 - Statement Of Related Party Transaction*” from the chapter titled “*Restated Financial Information*” on Page No. 190 of this Draft Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited, consolidated net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. As on the date of this Draft Prospectus, our Company does not have a formal dividend policy.

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.

Our Company has not declared any dividends during the last three Financial Years. Further, our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risk involved, see “*Risk Factor*” on page 22 of this Draft Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

S. No.	Details	Page Number
1.	Examination Report on Restated Financial Statements for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022	191
2.	Restated Financial Statements for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022	194

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**Independent Auditor's Report for the Restated Financial Information of
Schnell Drone Technologies Limited (formerly known as Schnell Drone Technologies Private Limited)**

To,
The Board of Directors
Schnell Drone Technologies Limited
Icon Tower Office No 402 & 403,
S.NO. 114/5/1, 115/1/1, 114/6/3, 115/2, 4th Floor,
Baner,
Pune 411045

Dear Sirs,

1. We have examined the attached Restated Financial Statements of **Schnell Drone Technologies Limited** (formerly known as "Schnell Drone Technologies Private Limited") (the "**Company**" or the "**Issuer**") comprising the Restated Statement of Assets and Liabilities March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for year ended March 31, 2024 and the financial year ended March 31, 2023, March 31, 2022, Significant Accounting Policies and other explanatory information annexed to this report (the "**Restated Financial Information**") for the purpose of inclusion in the Draft Prospectus ("**DP**"), Prospectus (along with DP and Prospectus hereinafter referred as, the "**Offer Documents**") of the Company proposed to be filed with the Securities and Exchange Board of India ("**SEBI**"), Emerge platform of National Stock Exchange of India Limited ("**NSE Emerge**") ("**Stock Exchange**") and the relevant Registrar of Companies ("**ROC**"). These Restated Financial Statements have been prepared by the Company and approved by the Board of Directors of the Company at their meeting held on August 14, 2024.
2. These Restated Financial Statements have been prepared in accordance with the requirements of:
 - (i) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**") and related amendments / clarifications from time to time issued by the SEBI; and
 - (iii) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

Management's Responsibility for the Restated Financial Statements

3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the Offer Documents. The Restated Financial Statements of the Company have been extracted by the management from the Audited Financial Statements (defined hereinafter) of the Company as at March 31, 2024, March 31, 2023, March 31, 2022, which have been approved by the Board of Directors.
4. The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure V to the Restated Financial Statements. The Board of Directors of the Company's responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations, and the Guidance Note.

Auditors' Responsibilities

5. We have examined such Restated Financial Statements taking into consideration:
 - a. The terms of reference and terms of our engagement agreed with you in accordance with our engagement letter; requesting us to carry out the assignment, in connection with the proposed IPO of equity shares of the Company
 - b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
 - d. The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations, and the Guidance Note in connection with the proposed initial public offer of its equity shares of the Company.

6. The Restated Financial Statements have been compiled by the management from:
- i. The audited financial statements of the Company as at and for the financial year ended March 31, 2024 which were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India (“**Audited Financial Statements March 31, 2024**”);
 - ii. The audited financial statements of the Company as at and for the financial year ended March 31, 2023 which were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India (“**Audited Financial Statements March 31, 2023**”);
 - iii. The audited financial statements of the Company as at and for the financial year ended March 31, 2022 which were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India (“**Audited Financial Statements March 31, 2022**”);

The statutory audits for year ended March 31, 2024 and financial year ended on March 31, 2023, March 31, 2022 were conducted by statutory auditor i.e. M/s. Malani Somani Chandak & Associates, Chartered Accountants. Accordingly, reliance has been placed on the financial information examined by them for the said years. The examination report included for these years is based solely on the report submitted by them and no audit has been carried out by us.

Audited Financial Statements March 31, 2024, Audited Financial Statements March 31, 2023, Audited Financial Statements March 31, 2022 and Audited Financial Statements March 31, 2021 are collectively referred hereinafter as **Audited Financial Statements**.

7. For the purpose of our examination, we have relied on:
- a. the Auditors’ reports issued by Auditor dated August 14, 2024 on Audited Financial Statements 2024 as at and for the year ended March 31, 2024 as referred in Paragraph 6 above;
 - b. the Auditors’ reports issued by Auditor dated September 06, 2023 on Audited Financial Statements 2023 as at and for the year ended March 31, 2023 as referred in Paragraph 6 above;
 - c. the Auditors’ reports issued by Previous Auditor dated September 05, 2022 on Audited Financial Statements 2022 as at and for the year ended March 31, 2022 as referred in Paragraph 6 above;
8. Based on our examination and according to the information and explanations given to us and as per the reliance placed on our audit report and audit reports of Previous Auditor, we report that the Restated Financial Statements:
- a) have been prepared after incorporating adjustments for changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the year ended March 31, 2024 and for the financial years ended March 31, 2023, March 31, 2022 to reflect the same accounting treatment as per the accounting policies and groupings/classifications as at and for the year ended March 31, 2024;
 - b) does not contain any qualifications requiring adjustments; and
 - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
 - d) The company included revenue from operations, purchases, finance cost and rental income in its audited financial statements, including taxes collected. This had an impact on rates and taxes under other expenses in the profit and loss account. The revenue should be reported net of taxes collected, in accordance with the Institute of Chartered Accountants of India’s (“ICAI”) Guidance Note, as amended from time to time. As a result, while creating the Restated Financial Information, the effect was provided.
9. We have been subjected to the peer review process of the ICAI and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
10. The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on Audited Financial Statements mentioned in paragraph 7 above.

11. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us or Previous Auditor nor should this report be construed as a new opinion on any of the financial statements referred to therein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with SEBI, Stock Exchange, and ROC in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Malani Somani Chandak & Associates
Chartered Accountants
ICAI Firm Registration No.: 119584W

CA Nandkishor R Malani
Partner
Membership No: 042589
Place:Pune
Date: 14th August 2024
UDIN:24042589BKCHLG8870

Schnell Drone Technologies Limited
(Formerly known as Schnell Drone Technologies Private Limited)
(Formerly known as Schnell Informatics Private Limited)
CIN : U72200PN2010PLC135732

Annexure I- Restated Statement of Assets and Liabilities
(Amount in INR lakhs, unless otherwise stated)

PARTICULARS	Note Nos.	As at		As at
		31 March 2024	31 March 2023	31 March 2022
A) EQUITY AND LIABILITIES				
1. Shareholders' Funds				
(a) Share capital	1	978.22	75.00	1.00
(b) Reserves and surplus	2	161.82	34.13	61.12
Total (A)		1,140.04	109.13	62.12
2. Non Current Liabilities				
(a) Long-term borrowings	3a	-	-	13.09
(b) Long-term provisions	4	14.58	7.74	7.11
Total (B)		14.58	7.74	20.19
3. Current Liabilities				
(a) Short-term borrowings	3b	(13.24)	144.77	84.95
(b) Trade payables	5			
(i) total outstanding dues of micro enterprises and small enterprises; and		-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		66.22	77.75	45.59
(c) Other current liabilities	6	33.53	74.84	25.79
(d) Short term provisions	7	34.38	0.62	0.70
Total (C)		120.89	297.98	157.03
Total Equity and Liabilities (A+B+C)		1,275.51	414.85	239.34
B) ASSETS				
1. Non Current Assets				
(a) Property, plant and equipment and Intangible assets				
(i) Property, plant and equipment	8	17.22	17.46	22.61
		17.22	17.46	22.61
(b) Non-current investments	9	110.35	110.35	110.35
(c) Deferred tax asset (Net)	10	3.77	2.22	1.28
(d) Long term loans and advances	11	600.00	-	-
(e) Other non-current assets	12	14.23	12.19	0.50
Total (A)		745.58	142.22	134.74
2. Current Assets				
(a) Inventories	13	104.63	41.68	25.68
(b) Trade receivables	14	83.06	75.48	47.50
(c) Cash and cash equivalents	15	281.09	98.98	4.79
(d) Short term loans and advances	16	49.73	53.10	25.39
(e) Other current assets	17	11.41	3.39	1.24
Total (B)		529.93	272.63	104.60
Total Assets (A+B)		1,275.51	414.85	239.34

The above statement should be read with Basis of Preparation, Significant Accounting Policies appearing in Annexure IV, and Notes to Restated Financial Information appearing in Annexure V.

This is the Restated Statement of Assets and Liabilities referred to in our report of even date.

For Malani Somani Chandak & Associates
Chartered Accountants
Firm Registration Number: 119584W

CA N. R. Malani
Partner
M. No.: 042589
Place: Pune
Date: 14/08/2024

For Schnell Drone Technologies Limited

Satyawan Jadhav
Director
(DIN - 06624235)

Saloni Munot
Company Secretary

Bhushan Khomane
Director
(DIN - 02922158)

Harsha Shegokar
Chief Financial Officer

Schnell Drone Technologies Limited
(Formerly known as Schnell Drone Technologies Private Limited)
(Formerly known as Schnell Informatics Private Limited)
CIN : U72200PN2010PLC135732

Annexure II- Restated Statement of Profit and Loss
(Amount in INR lakhs, unless otherwise stated)

PARTICULARS	Note Nos.	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
1. Income				
(a) Revenue from operations	18	1,075.03	878.09	549.22
(b) Other income	19	4.98	4.54	3.46
Total income		1,080.01	882.63	552.68
2. Expenditure				
(a) Purchases	20	332.96	673.57	391.45
(b) Changes in stock-in-trade	21	(62.95)	(16.00)	(6.77)
(c) Employee benefit expenses	22	240.66	87.93	92.41
(d) Finance cost	23	11.47	9.32	11.25
(e) Depreciation & amortization expense	24	12.14	8.77	4.30
(f) Other expenses	25	236.06	50.11	26.70
Total expenses		770.34	813.70	519.34
3. Profit/(Loss) before exceptional and extra ordinary item (1-2)		309.67	68.93	33.34
Exceptional items		-	-	-
4. Profit/(Loss) before tax		309.67	68.93	33.34
5. Tax expense:				
(a) Tax expense for current year	26	78.07	22.86	10.09
(b) Deferred tax	26	(1.55)	(0.94)	(0.03)
Net current tax expenses		76.52	21.92	10.05
6. Profit/(Loss) for the period from continuing operations (4-5)		233.15	47.01	23.28
Earnings per share				
Basic and Diluted [nominal value of INR 10 per share]	27A	2.55	0.52	0.26

The above statement should be read with Basis of Preparation, Significant Accounting Policies appearing in Annexure IV, and Notes to Restated Financial Information appearing in Annexure V.

This is the Restated Statement of Profit and Loss referred to in our report of even date.

For Malani Somani Chandak & Associates
Chartered Accountants
Firm Registration Number: 119584W

CA N. R. Malani
Partner
M. No.: 042589
Place: Pune
Date: 14/08/2024

For Schnell Drone Technologies Limited

Satyawan Jadhav
Director
(DIN - 06624235)

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Company Secretary

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Harsha Shegokar
Chief Financial Officer

Schnell Drone Technologies Limited
(Formerly known as Schnell Drone Technologies Private Limited)
(Formerly known as Schnell Informatics Private Limited)
CIN : U72200PN2010PLC135732

Annexure III- Restated Statement of Cash Flows
(Amount in INR lakhs, unless otherwise stated)

PARTICULARS	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
A) Cash Flow From Operating Activities :			
Net Profit before tax	309.67	68.93	33.34
Adjustment for :			
Depreciation	12.14	8.77	4.30
Interest income on fixed deposit	(2.89)	(0.49)	(0.23)
Interest paid	11.47	9.32	11.25
Operating profit before working capital changes	330.40	86.54	48.66
Changes in Working Capital			
(Increase)/Decrease in Inventories	(62.95)	(16.00)	(6.77)
(Increase)/Decrease in trade receivables	(7.59)	(27.98)	(4.44)
(Increase)/Decrease in other current assets	(8.02)	(2.15)	7.73
Increase/(Decrease) in trade payables	(11.52)	32.16	(11.11)
Increase/(Decrease) in other current liabilities	(41.31)	49.05	9.52
Increase/(Decrease) in long term provisions	6.84	0.63	0.29
Increase/(Decrease) in short term provisions	33.76	(0.08)	0.23
(Increase)/Decrease in other non current assets	(2.04)	(11.69)	(0.50)
	237.56	110.48	43.60
Direct Tax Paid	(80.11)	(22.86)	(8.05)
Cash Flow Before Extraordinary Item	157.46	87.62	35.55
Extraordinary Items			
B) Cash Flow From Investing Activities :			
Purchase/Sale of Property, Plant and Equipment	(11.91)	(3.62)	(20.35)
(Increase)/Decrease in non-current investments	-	(0.00)	(1.69)
(Increase)/Decrease in short term loans & advances	3.36	(27.71)	(17.85)
(Increase)/Decrease in long term loans & advances	(600.00)	-	-
Interest income on fixed deposit	2.89	0.49	0.23
Net cash flow from investing activities	(605.65)	(30.84)	(39.66)
C) Cash Flow From Financing Activities :			
Issue of shares	799.80	-	-
Increase/(Decrease) in long term borrowings	-	(13.09)	(16.37)
Increase/(Decrease) in short term borrowings	(158.02)	59.83	11.17
Restatement Adjustment	-	-	(2.04)
Interest Paid	(11.47)	(9.32)	(11.25)
Net cash flow from financing activities	630.31	37.42	(18.48)
Net Increase/(Decrease) In Cash & Cash Equivalents	182.11	94.19	(22.59)
Cash equivalents at the beginning of the year	98.98	4.79	27.38
Cash equivalents at the end of the year	281.08	98.98	4.79

Notes :-

PARTICULARS	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
1	Component of Cash and Cash equivalents		
	3.76	9.42	2.66
	Balances with banks		
	200.11	3.08	0.64
	77.22	86.48	1.49

- 2.1 The Restated Statement of Cash Flows has been prepared under the indirect method as set out in AS 3, Statement
2.2 The above statement should be read with Basis of Preparation, Significant Accounting Policies appearing in
Annexure IV, and Notes to Restated Financial Information appearing in Annexure V.
2.3 This is the Restated Statement of Cash Flows referred to in our report of even date.

For Malani Somani Chandak & Associates
Chartered Accountants
Firm Registration Number: 119584W

For Schnell Drone Technologies Limited

CA N. R. Malani
Partner
M. No.: 042589
Place: Pune
Date: 14/08/2024

Satyawan Jadhav
Director
(DIN - 06624235)

Bhushan Khomane
Director
(DIN - 02922158)

Saloni Munot
Company Secretary

Harsha Shegokar
Chief Financial Officer

1. Corporate Information

Schnell Drone Technologies Limited (formerly known as Schnell Drone Technologies Private) is incorporated on 09/03/2010. CIN of the company is U72200PN2010PLC135732. The Company is in the business of manufacturing drones, trading in drones and offers services in drone operation, providing training, advisory, and technical expertise to meet the evolving demands of the drone industry.

The company was formerly known as Schnell Informatics Private Limited. The name of the Company was changed to Schnell Drone Technologies Private Limited during the period. Further, the Company has converted into a public company, the name of the Company has changed to Schnell Drone Technologies Limited on 02nd February 2024.

2. Significant Accounting Policies

a. Basis of Preparation of Financial Statements

- a) The Restated Statement of Assets and Liabilities of the Company as on March 31, 2024, March 31, 2023, March 31, 2022 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the year ended on March 31, 2024, March 31, 2023, March 31, 2022 and the annexure thereto (collectively, the “Restated Financial Information” have been extracted by the management from the Audited Financial Information of the Company for the year ended on March 31, 2024, March 31, 2022.
- b) These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy.

A. Significant accounting policies

1. USES OF ESTIMATES:

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statement.

2. REVENUE RECOGNITION:

Revenue from sale of goods is recognized, net of returns and trade discounts, on the transfer of significant risks and rewards of ownership to the buyers, which generally coincides either on dispatch or delivery of goods to customer as per terms of contract.

We hereby confirm that other than as mentioned below, there has been no changes in the accounting policies of the company, in the preceding financial years i.e. the 31st March, 2023, 31st March, 2022

Further there is a change in accounting policy for the year ended March 31, 2024. The changes are as follows:
Revenue from operations, purchases, finance cost, rent income and rates and taxes were including GST/custom duty/ import duty/ excise duty. From April 1, 2023, the Revenue from operation, purchases, finance cost, rent income and rates and taxes are being presented excluding GST/custom duty/import duty/excise duty in accordance with the guidance note issued by the Institute of Chartered Accounts of India (ICAI) as amended from time to time. The effect on the profit of the change in accounting policy of the Financial Statement for the period ended March 31, 2024 is Nil.

Income from services rendered is accounted for under the completed service contract method. Interest income is recognized on time proportion basis. Other income is recognized on accrual basis.

3. PROPERTY, PLANT AND EQUIPMENT:

i.) Property, plant and equipment:

Property, plant and equipment are stated at cost less accumulated depreciation/amortization including where the same is acquired in full or in part with government grant. Cost for this purpose includes all attributable costs for bringing the assets to its location and condition, cost of computer software which is an integral part of the related hardware, and also includes

Annexure V- Notes to Restated Financial Information

borrowing costs during the acquisition/ construction phase, if it is a qualifying asset requiring substantial period of time to get ready for intended use.

Subsequent expenditures related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

An item of property, plant and equipment is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Losses arising from retirement or gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the Statement of Profit and Loss.

ii.) Impairment of Assets:

The company assesses the impairment of assets with reference to each cash generating unit (CGU) at each Balance Sheet date, if events or changes in circumstances, based on internal and external factors, indicate that the carrying value may not be

recoverable in full. The loss on account of impairment, which is the difference between the carrying amount and the recoverable amount, is accounted accordingly. Recoverable amount of a CGU is its Net Selling Price or Value in Use whichever is higher.

Reversal of impairment provision is made when there is an increase in estimated service potential of an asset, either from use or sale, on reassessment after the date when impairment loss for that asset was last recognized.

4. DEPRECIATION / AMORTIZATION:

In respect of property, plant and equipment (other than freehold land and capital work-in-progress) acquired during the year, depreciation / amortization is charged on a Written Down Value method basis using the rates arrived at based on the useful lives prescribed under the Schedule II to the Companies Act, 2013 so as to write-off the cost of the assets over the useful life and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life based on an evaluation.

5. CAPITAL COMMITMENTS:

There are no such capital commitments regarding estimated amount of contracts remaining to be executed and not provided for in these accounts in respect of purchase of property, plant and equipment.

6. BORROWING COSTS:

Borrowing cost that are specifically attributable to qualifying assets as defined in Accounting Standard AS 16 are added to the cost of such assets until use or sale and the balance expensed in the year in which the same is incurred.

7. INVESTMENTS:

Investments are classified either as long-term or current, based on the Management's intention at the time of purchase. Long term investments are valued at acquisition cost. Any diminution in the value other than of temporary nature is provided for. Current investments are carried at lower of cost or fair value. Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the Statement of Profit and Loss.

8. OPERATING LEASES:

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit. Initial direct costs incurred specifically for an operating lease are deferred and charged to the Statement of Profit and Loss over the lease term.

9. INCOME TAX :

Tax expense comprising current tax after considering deferred tax as determined under the prevailing tax laws are recognized in the Statement of Profit and Loss for the period.

Deferred Tax Provision:

Deferred Income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and tax laws enacted or substantively enacted at the time of reporting date.

10. PROVISIONS AND CONTINGENCIES:

Provisions for losses and contingencies arising as a result of a past event where the Management considers it probable that a liability may be incurred, are made on the basis of the best reliable estimate of the expenditure required to settle the present obligation on the Balance Sheet date, and are not discounted to its present value. Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. Significant variations thereof are disclosed if any.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent liabilities to the extent the Management is aware, are disclosed by way of notes to accounts.

Contingent assets are neither recognized nor disclosed in financial statements.

11. FOREIGN CURRENCY TRANSACTIONS:

Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at period-end rates. The resultant exchange difference arising from settlement of transactions during the period and translations at the period end, is recognized in the Statement of Profit and Loss.

12. EMPLOYEE BENEFITS

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the related services are classified as short term employee benefits and they mainly include Wages and Salaries and incentives and bonuses, are recognized during the period in which the related services are rendered.

Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined benefit plans

The Company offers its employees defined benefit plans in the form of gratuity scheme. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method.

The Company recognises all actuarial gains and losses arising from defined benefit plan immediately in the Statement of Profit and Loss. All expenses related to defined benefit plan are recognised in employee benefits expense in the Statement of Profit and Loss. When the benefits of a plan are improved, the portion of the increased benefit related to past service by employees is recognised in Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

13. EVENTS OCCURRING AFTER BALANCE SHEET DATE:

There are no significant events which could affect the financial position as on 31st Jan, 2024 to a material extent have been reported by the assesses, after the balance sheet date till signing of the report.

The Company has received approval of the Government on 2nd February 2024, for conversion into a public company. The name of the company has changed to Schnell Drone Technologies Limited with effect from the said date.

14. OPERATING CYCLE:

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

15. EARNINGS PER SHARE:

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The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders (after deducting preference dividend and attributable taxes, if any) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity share outstanding, without a corresponding change in resources.

16. Figures pertaining to previous year have been reclassified, recast / restated or regrouped wherever necessary to bring them in line with current period's financial statements.

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Annexure V- Notes to Restated Financial Information

(Amount in INR lakhs, except for share data unless otherwise stated)

Note 1 Share capital

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Authorised			
Number of shares	14,000,000	2,000,000	10,000
Equity shares of Rs.10 each	1,400.00	200.00	1.00
Issued			
Number of shares	9,782,196	750,000	10,000
Equity shares of Rs.10 each fully paid up	978.22	75.00	1.00
Subscribed & Paid up			
Number of shares	9,782,196	750,000	10,000
Equity shares of Rs.10 each fully paid up	978.22	75.00	1.00

a) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

b) Reconciliation of the number of equity shares outstanding at the beginning and end of the reporting period / year:

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Balance at the beginning of the period / year	750,000	10,000	10,000
Add: Bonus issue of equity shares*	8,967,013	740,000	-
Add: Right issue of equity shares**	65,183	-	-
Balance at the end of the period / year	9,782,196	750,000	10,000

*7,40,000 equity shares of face value of Rs. 10 per share were issued as fully paid bonus shares during the year 2022-23. 89,67,013 equity shares of face value of Rs. 10 per share were issued as fully paid bonus shares during the year 2023-24.

**65,183 shares of face value of Rs. 10 per share were allotted at a premium of Rs. 1,217 per share on Rights basis during the year ended 31 March 2024.

c) Details of shareholders holding more than 5 percent of equity shares in the Company:

Name of Shareholders	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Mr. Bhushan Khomane	3,248,148	375,000	5,000
% Holding	33.20%	50.00%	50.00%
Mr. Satyawar Jadhav	1,383,264	150,000	2,000
% Holding	14.14%	20.00%	20.00%
Mrs. Sharmin Inamdar	2,209,884	225,000	3,000
% Holding	22.59%	30.00%	30.00%

d) Shareholding of Promoters

Shares held by promoters at the end of the period

As at 31 March 2024

Promoter's name	No. of Shares	% of total shares	% change during the period
Mr. Bhushan Khomane	3,248,148	33.20%	-16.80%
Mr. Satyawar Jadhav	1,383,264	14.14%	-5.86%
Mrs. Sharmin Inamdar	2,209,884	22.59%	-7.41%

Shares held by promoters at the end of the year

As at 31 March 2023

Promoter's name	No. of Shares	% of total shares	% change during the period
Mr. Bhushan Khomane	375,000	50.00%	0.00%
Mr. Satyawar Jadhav	150,000	20.00%	0.00%
Mrs. Sharmin Inamdar	225,000	30.00%	0.00%

Shares held by promoters at the end of the year*As at 31 March 2022*

Promoter's name	No. of Shares	% of total shares	% change during the period
Mr. Bhushan Khomane	5,000	50.00%	NA
Mr. Satyawhan Jadhav	2,000	20.00%	NA
Mrs. Sharmin Inamdar	3,000	30.00%	NA

Note 2 Reserves and surplus

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
a) Securities Premium			
Balance as per the last financial statements	-	-	-
Add: Addition on account of Right issue	793.28	-	-
Less: Issue of bonus shares	793.28	-	-
Balance as per end of the period / year (A)	-	-	-
b) Surplus in Profit and Loss Account			
Balance as per the last financial statements	34.13	61.12	35.80
Add / Less: Profit / (Loss) for the period / year	233.15	47.01	23.28
Add / Less: Restated Adjustment	(2.04)	-	2.04
Less: Issue of bonus shares	(103.42)	(74.00)	-
Balance as per end of the period / year (B)	161.82	34.13	61.12
Total (A+B)	161.82	34.13	61.12

*Note: Bonus Issue of Equity shares is made based on the Audited Financials for the period ended 31st January 2024***Note 3 Borrowings (Refer Note 33 for terms and security details)****3a Long-term borrowings**

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Secured Loan			
- From bank and financial institutions	-	-	3.91
	-	-	3.91
Unsecured Loan			
- From bank and financial institutions	-	-	6.46
- From related parties	-	-	2.72
	-	-	9.18
Total	-	-	13.09

3b Short-term borrowings

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Secured Loan			
- Current maturities of long term borrowings	-	-	2.89
- From bank and financial institutions	(13.24)	138.32	73.34
	(13.24)	138.32	76.24
Unsecured Loan			
- Current maturities of long term borrowings	-	6.46	8.71
	-	6.46	8.71
Total	(13.24)	144.77	84.95

The above amount includes:

Secured Borrowings	(13.24)	138.32	80.15
Unsecured Borrowings	-	6.46	17.88

Note 4 Long term provisions

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits			
Provision for gratuity	14.58	7.74	7.11
Total	14.58	7.74	7.11

Note 5 Trade payables

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
For Goods & Services			
- Micro, small and medium enterprises	-	-	-
- Others	66.22	77.75	45.59
	66.22	77.75	45.59
Further classified to:			
- Related party	-	-	-
- Others	66.22	77.75	45.59
	66.22	77.75	45.59

For Trade Payables Ageing, refer Notes to Accounts- Note 34

Note 6 Other current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Statutory dues			
- Goods and Services Tax	19.05	18.91	11.90
- TDS	2.05	0.27	9.74
- Other statutory dues	2.19	-	-
Security deposit			
- Deposit for property given on rent	-	-	1.00
Provision for bonus	1.80	-	-
Advance from customers	4.75	55.67	2.60
Property tax payable	-	-	0.55
Other current liabilities	3.69	-	-
Total	33.53	74.84	25.79

Note 7 Short term provisions

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for employee benefit expense:			
Provision for gratuity	0.79	0.62	0.56
Provision for income tax (net of advance tax and tax deducted at source)	33.59	-	0.14
Total	34.38	0.62	0.70

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Annexure V- Notes to Restated Financial Information
(Amount in INR lakhs, except for share data unless otherwise stated)

Note 8 Property, plant and equipment

PARTICULARS	Plant & Machinery	Computer	Furniture & Fixture	Vehicle	Total
As at 31 March 2024					
GROSS CARRYING AMOUNT					
Opening gross carrying amount	2.90	10.22	3.25	31.57	47.93
Additions	0.58	10.02	1.31	-	11.91
Disposals/Adjustment	-	-	-	-	-
Closing Gross Carrying Amount	3.47	20.24	4.56	31.57	59.84
ACCUMULATED DEPRECIATION					
Opening accumulated depreciation	0.80	7.44	1.68	20.55	30.47
Depreciation charged during the year	0.87	7.25	0.59	3.44	12.14
Disposals/Adjustments	-	-	-	-	-
Closing Accumulated Depreciation	1.67	14.69	2.27	23.99	42.62
Net Carrying Amount	1.81	5.54	2.29	7.58	17.22
PARTICULARS	Plant & Machinery	Computer	Furniture & Fixture	Vehicle	Total
As at 31 March 2023					
GROSS CARRYING AMOUNT					
Opening gross carrying amount	2.04	7.78	2.92	31.57	44.31
Additions	0.86	2.44	0.33	-	3.62
Disposals/Adjustment	-	-	-	-	-
Closing Gross Carrying Amount	2.90	10.22	3.25	31.57	47.93
ACCUMULATED DEPRECIATION					
Opening accumulated depreciation	0.41	4.50	1.24	15.55	21.70
Depreciation charged during the year	0.39	2.94	0.43	5.00	8.77
Disposals/Adjustments	-	-	-	-	-
Closing Accumulated Depreciation	0.80	7.44	1.68	20.55	30.47
Net Carrying Amount	2.10	2.77	1.57	11.02	17.46
PARTICULARS	Plant & Machinery	Computer	Furniture & Fixture	Vehicle	Total
As at 31 March 2022					
GROSS CARRYING AMOUNT					
Opening gross carrying amount	0.76	4.61	2.61	15.98	23.96
Additions	1.28	3.17	0.31	15.59	20.35
Disposals/Adjustment	-	-	-	-	-
Closing Gross Carrying Amount	2.04	7.78	2.92	31.57	44.31
ACCUMULATED DEPRECIATION					
Opening accumulated depreciation	0.20	2.81	0.73	13.66	17.40
Depreciation charged during the year	0.21	1.69	0.51	1.88	4.30
Disposals/Adjustments	-	-	-	-	-
Closing Accumulated Depreciation	0.41	4.50	1.24	15.55	21.70
Net Carrying Amount	1.63	3.28	1.68	16.02	22.61

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Annexure V- Notes to Restated Financial Information

(Amount in INR lakhs, except for share data unless otherwise stated)

Note 9 Non-current investments

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Investment in property	110.35	110.35	110.35
Total	110.35	110.35	110.35

Note 10 Deferred tax balances (Net)

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Opening balance	(2.22)	(1.28)	(1.25)
(DTA)/DTL for the year	(1.55)	(0.94)	(0.03)
Closing Balance of Deferred Tax (Asset)/ Liability	(3.77)	(2.22)	(1.28)

Note 11 Long term loans and advances

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Advance for Land	600.00	-	-
Total	600.00	-	-

Note 12 Other non-current assets

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Security deposits	14.23	12.19	0.50
Total	14.23	12.19	0.50

Note 13 Inventories

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Stock-in-trade	104.63	41.68	25.68
Total	104.63	41.68	25.68

Note 14 Trade receivables

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Unsecured			
-Considered good	83.06	75.48	47.50
Less :			
Provision for doubtful debts	-	-	-
	83.06	75.48	47.50
Further classified as:			
Receivable from related parties	-	-	-
Receivable from others	83.06	75.48	47.50
	83.06	75.48	47.50

For *Trade Receivables Ageing*, refer Notes to Accounts- Note 35

Note 15 Cash and cash equivalents

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Cash on hand	3.76	9.42	2.66
Balances with banks			
- In Current Accounts	200.11	3.08	0.64
- In Deposit Account	77.22	86.48	1.49
Total	281.09	98.98	4.79

Note 16 Short term loans and advances

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Advances Given			
- Related parties	5.84	41.37	18.25
- Suppliers	0.97	0.81	0.81
- Others	1.79	3.79	2.30
Prepaid expenses	39.33	0.67	0.58
Balance with Revenue Authorities	1.80	6.46	3.46
Total	49.73	53.10	25.39

Note 17 Other current assets

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Demand draft for tender	3.64	1.55	0.41
Security deposit	1.54	1.84	0.83
Other Receivables	6.23		
Total	11.41	3.39	1.24

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(Amount in INR lakhs, except for share data unless otherwise stated)

Note 18 Revenue from operations

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Sale of Drone	232.42	422.97	288.31
Sale of Software	236.94	441.94	258.62
Sale of Services	605.67	13.18	2.28
Total	1,075.03	878.09	549.22

Note 19 Other income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Rent income	-	3.36	2.52
Interest	2.89	0.49	0.23
Foreign exchange gain	-	-	-
Interest on income tax refund	0.11	0.21	0.60
Discount received	0.59	0.12	0.11
Other income	1.39	0.37	-
Total	4.98	4.54	3.46

Note 20 Purchases

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Purchases	332.96	673.57	391.45
Total	332.96	673.57	391.45

Note 21 Changes in inventories of stock-in-trade

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Inventories at the beginning of the year			
Stock-in-trade	41.68	25.68	18.90
Inventories at the end of the year			
Stock-in-trade	104.63	41.68	25.68
Total	(62.95)	(16.00)	(6.77)

Note 22 Employee benefit expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries and wages			
- Compensation to employees	170.78	42.23	47.03
- Remuneration to directors	50.85	45.00	45.00
Contribution to provident fund & Other funds	12.02	-	-
Gratuity expenses	7.01	0.69	0.38
Total	240.66	87.93	92.41

Note 23 Finance cost

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Bank interest on loan	11.47	9.32	11.25
Total	11.47	9.32	11.25

Note 24 Depreciation & amortization expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation	12.14	8.77	4.30
Total	12.14	8.77	4.30

Note 25 Other expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Audit remuneration (Refer <i>Note 25A</i>)	3.00	2.00	1.50
Repairs and maintenance	5.38	2.10	1.68
Travelling expenses	53.13	1.57	0.13
Exhibition expenses	-	-	1.62
Hotel, boarding & Lodging	39.60	6.90	3.48
Professional fees	5.73	4.91	0.14
Sales promotion expenses	-	0.31	0.33
Office expenses	3.29	3.39	0.95
Bad debts	-	0.78	3.20
Bank charges	6.36	7.99	6.42
Insurance	0.35	0.82	1.72
Printing & Stationary	0.44	0.10	0.13
Prior period item expense	-	-	-
Rates and Taxes	4.35	0.00	-
Customer redressal expenses	38.00	-	-
Property tax	0.33	0.45	0.52
Courier & Postage	10.00	-	-
Postage & telephone	0.78	0.16	0.17
Rent	44.33	-	-
Tender fees	0.93	3.85	0.18
Electricity expenses	3.36	0.38	0.25
Fees and subscription	3.35	0.02	0.89
Training expenses	3.13	0.84	-
ROC fees	-	3.24	-
Foreign exchange loss	5.33	10.28	-
Brokerage and commission	3.04	-	-
Other expenses	1.85	0.01	3.41
Total	236.06	50.11	26.70

Note 25A Audit remuneration

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
- For audit	3.00	2.00	1.50
	3.00	2.00	1.50

Note 26 Tax expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Current tax:			
- Current period/year	78.07	22.86	10.09
- Earlier year			
Deferred tax:			
- Attributable to origination and reversal of temporary difference	(1.55)	(0.94)	(0.03)
Total tax expense recognized	76.52	21.92	10.05

Note 27A Earnings per share (pre-bonus issue)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
(i) Profit for basic/diluted earning per share of face value of INR 10 each			
Profit/ Loss for the period/year	233.15	47.01	23.28
(ii) Calculation of Weighted average number of equity shares for (basic and diluted)			
Number of equity shares at the beginning and end of the period/γ	763,420	750,000	750,000
Earnings per share [nominal value of INR 10 per share]			
- Basic	30.54	6.27	3.10
- Diluted	30.54	6.27	3.10

Note 27B Earnings per share (post-bonus issue)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
(i) Profit for basic/diluted earning per share of face value of INR 10 each			
Profit/ Loss for the period/year	233.15	47.01	23.28
(ii) Calculation of Weighted average number of equity shares for (basic and diluted)			
Number of equity shares at the beginning and end of the period/γ	9,161,040	9,000,000	9,000,000
Earnings per share [nominal value of INR 10 per share]			
- Basic	2.55	0.52	0.26
- Diluted	2.55	0.52	0.26

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Note 28 Statement Of Related Party Transaction

1. Names of the related parties with whom transaction were carried out during the years and description of relationship:

Sr. No.	Name	Description of Relationship
1	Bhushan Khomane	Director
2	Satyawan Jadhav	Director
3	Sharmin Inamdar	Director
4	Khyati Jadhav	Director's wife
5	Prachi Khomane	Director's wife
6	Anjani Kumar Agarwal	Director
7	Pavan Joseph	Director
8	Shailesh Rathi	Director

2. Transaction with Key Management Personnel/Directors

Sr. No.	Nature of Transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
1	Remuneration			
	Bhushan Khomane	22.30	24.00	24.00
	Satyawan Jadhav	19.55	21.00	21.00
	Sharmin Inamdar	9.00	-	-
2	Loans Taken			
	Bhushan Khomane	199.53	220.13	103.07
	Satyawan Jadhav	59.58	95.58	70.77
3	Loans Repaid			
	Bhushan Khomane	221.79	229.72	116.62
	Satyawan Jadhav	63.30	108.14	79.23
4	Loan Given			
	Khyati Jadhav	4.00	-	-
	Prachi Khomane	4.50	-	-
5	Loan Taken Back			
	Khyati Jadhav	4.00	-	-
	Prachi Khomane	4.50	-	-

3. Balances Outstanding at the end of the Year

Sr. No.	Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
1	Short Term Loans & Advances			
	Bhushan Khomane	-	29.21	18.25
	Satyawan Jadhav	-	12.16	-
2	Unsecured Loans			
	Satyawan Jadhav	-	-	2.72
3	Travelling Advance			
	Bhushan Khomane	2.79	-	-
	Satyawan Jadhav	3.06	-	-

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Note 29 Statement Of Tax Shelter

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
A Profit before taxes as restated	309.67	68.93	33.34
- Taxable at normal Rate	309.67	68.93	33.34
- Taxable at special Rate			
B Normal Tax Rate Applicable %	25.17%	25.17%	25.17%
Special Tax Rate Applicable %			
C Tax Impact (A*B)	77.94	17.35	8.39
D Adjustments:			
Add:			
37 disallowance	22.50	5.31	2.98
Depreciation as per Companies Act	12.14	8.77	4.30
Income from house property	-	2.16	1.76
Interest income	3.00	0.82	0.83
Provision of gratuity	7.01	0.69	0.38
Excess depreciation for 2 months	-	-	-
Less:			
Depreciation as per Income Tax Act	(8.82)	(5.05)	(4.16)
Incomes considered separately	(3.00)	(4.06)	(3.35)
Total	32.84	8.64	2.74
E Unabsorbed Loss/(Carried Forward Loss Set off)	-	-	-
F Net Adjustment (F) = (D+E)	32.84	8.64	2.74
G Tax Expenses/ (Saving) thereon	8.27	2.17	0.69
H Tax Liability, After Considering the effect of Adjustment (C +G)	86.20	19.52	9.08
I Deferred Tax	(1.55)	(0.94)	(0.03)
J Total Tax expenses (H+I)	84.65	18.59	9.04

Notes:

- 1 The aforesaid statement of tax shelters has been prepared as per the restated summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax return respective years stated above.
- 2 The effect of Tax Shelter i.e. short/excess provision for Income Tax has not been given effect in Annexure II - Restated Statement of Profit and Loss account. Provision for Income Tax given in Annexure II is based on the Income Tax Return/Audited Financial Statement only.
- 3 The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

Schnell Drone Technologies Limited (CIN : U72200PN2010PLC135732)**Annexure V- Notes to Restated Financial Information***(Amount in INR lakhs, except for share data unless otherwise stated)***Note 29 Statement Of Capitalisation**

Particulars	Pre Issue 31 March 2024	Post Issue
Debt		[·]
Short Term Debt	(13.24)	
Long Term Debt	-	
Total Debt	(13.24)	
Shareholders' Fund (Equity)		
Share Capital	978.22	
Reserves & Surplus	161.82	
Less: Miscellaneous Expenses not w/off	-	
Total Shareholders' Fund (Equity)	1,140.04	
Long Term Debt/Equity	-	
Total Debt/Equity	(0.01)	

Notes:

1. Short term debts represents the debts which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term debts represent debts other than Short term debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on restated statement of assets and liabilities of the Company as at March 31, 2024.

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Annexure V- Notes to Restated Financial Information

(Amount in INR lakhs, except for share data unless otherwise stated)

Note 30 Statement Of Mandatory Accounting Ratios

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Net worth (A)	1,140.04	109.13	62.12
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	328.31	82.48	45.43
Restated profit after tax (B)	233.15	47.01	23.28
Number of equity share outstanding as on the end of year/period (C) - Refer Note 1	9,782,196	750,000	10,000
Weighted average number of equity shares outstanding during the year/period (D) - Refer Note 1	9,161,040	9,000,000	9,000,000
Weighted average number of diluted equity shares outstanding during the year/period (E) - Refer Note 1	9,161,040	9,000,000	9,000,000
Basic earning per share (INR) (B/D)	2.55	0.52	0.26
Diluted earning per share (INR) (B/E)	2.55	0.52	0.26
Return on net worth (%) (B/A)	20.45%	43.08%	37.48%
Net asset value per share - (A/D) (Face value of Rs. 10 each)	12.44	1.21	0.69

Note:

1) The ratios have been computed as below:

(a) Basic earnings per share (₹): Net profit after tax as restated for calculating basic EPS/ Weighted average number of equity shares outstanding at the end of the period/ year

(b) Diluted earnings per share (₹): Net profit after tax as restated for calculating diluted EPS/ Weighted average number of equity shares outstanding at the end of the period/ year for diluted EPS

(c) Return on net worth (%) : Net profit after tax (as restated)/ Net worth at the end of the period/ year

(d) Net assets value per share: Net Worth at the end of the period or year/ Total number of equity shares outstanding at the end of the period/ year

2) 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.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the restated summary statements of the Company.

5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

Note 31 Financial ratios

Particulars	Unit of measurement	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	% Change FY 24-FY 23	Remarks FY 24-FY 23
Current ratio	Times	Current assets	Current liabilities	4.38	0.91	379.11%	Due to increase in working capital, there is improvement in the ratio.
Debt equity ratio	Times	Total debt (including current maturities of long term borrowings)	Networth	(0.01)	1.33	-100.88%	NA
Debt service coverage ratio	Times	Earnings for debt service = Interest service = Net profit & lease payments after taxes + Non-cash + principal repayments operating expenses + Interest expense	Debt service = Interest	(188.52)	0.56	-33480.74%	NA
Return on equity ratio	Percentage	Net profits after taxes	Average networth	37.33%	54.90%	-32.01%	Due to increase in profit and networth, there is improvement in the ratio.
Inventory turnover ratio	Times	Revenue from operations	Average inventory	14.69	26.07	-43.64%	NA
Trade receivable turnover ratio	Times	Revenue from operations	Average trade receivable	13.56	14.28	-5.03%	NA
Trade payable turnover ratio	Times	Total purchases	Average trade payables	4.63	10.92	-57.65%	Due to increase in purchases and trade payables, there is improvement in the ratio.
Net capital turnover ratio	Times	Revenue from operations	Working capital = current assets – current liabilities	2.63	(34.63)	-107.59%	Due to increase in revenue from operations, there is improvement in the ratio.
Net profit ratio	Percentage	Net profit after tax	Revenue from operations	21.69%	5.35%	305.10%	Due to increase in profit, there is improvement in the ratio.
Return on capital employed	Percentage	Earnings before interest and taxes	Capital employed = networth + total debt	28.50%	30.82%	-7.53%	NA
Return on investment	Percentage	Net profit after tax	Total Asset	NA	NA	NA	NA
Particulars	Unit of measurement	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	% Change FY 23 - FY 22	Remarks FY 23 - FY 22
Current ratio	Times	Current assets	Current liabilities	0.91	0.67	37.35%	Due to increase in working capital, there is improvement in the ratio.
Debt equity ratio	Times	Total debt (including current maturities of long term borrowings)	Networth	1.33	1.58	-15.94%	NA
Debt service coverage ratio	Times	Earnings for debt service = Interest service = Net profit & lease payments after taxes + Non-cash + principal repayments operating expenses + Interest expense	Debt service = Interest	0.56	0.51	11.12%	NA
Return on equity ratio	Percentage	Net profits after taxes	Average networth	54.90%	47.07%	16.63%	Due to increase in profit and networth, there is improvement in the ratio.
Inventory turnover ratio	Times	Revenue from operations	Average inventory	26.07	24.64	5.81%	NA
Trade receivable turnover ratio	Times	Revenue from operations	Average trade receivable	14.28	12.13	17.73%	NA
Trade payable turnover ratio	Times	Total purchases	Average trade payables	10.92	7.65	42.70%	Due to increase in purchases and trade payables, there is improvement in the ratio.
Net capital turnover ratio	Times	Revenue from operations	Working capital = current assets – current liabilities	(34.63)	(10.48)	230.61%	Due to increase in revenue from operations, there is improvement in the ratio.
Net profit ratio	Percentage	Net profit after tax	Revenue from operations	5.35%	4.24%	26.29%	Due to increase in profit, there is improvement in the ratio.
Return on capital employed	Percentage	Earnings before interest and taxes	Capital employed = networth + total debt	30.82%	27.84%	10.69%	NA
Return on investment	Percentage	Net profit after tax	Total Asset	NA	NA	NA	NA
Particulars	Unit of measurement	Numerator	Denominator	As at 31 March 2022	As at 31 March 2021	% Change FY 22 - FY 21	Remarks FY 22 - FY 21
Current ratio	Times	Current assets	Current Liabilities	0.67	0.72	-7.36%	NA
Debt equity ratio	Times	Total debt (including current maturities of long term borrowings and accrued interest excluding lease liabilities)	Shareholder's Equity	1.58	2.81	-43.74%	Due to increase in repayment of loans, there is improvement in the ratio.
Debt service coverage ratio	Times	Earnings for debt service = Interest service = Net profit & lease payments after taxes + Non-cash + principal repayments operating expenses + Interest expense	Debt service = Interest	0.51	0.07	645.52%	Due to increase in repayment of loans, there is improvement in the ratio.
Return on equity ratio	Percentage	Net profits after taxes	Average Shareholder's Equity	47.07%	-22.43%	-309.87%	Due to increase in profit, there is positive change.
Inventory turnover ratio	Times	Revenue from Operations	Average Inventory	24.64	16.98	45.13%	Due to increase in sales and inventory, there is positive change.
Trade receivable turnover ratio	Times	Net credit sales = Gross sales - return	Average Trade Receivable	12.13	7.78	55.88%	Due to increase in sales and trade receivables, there is positive change.
Trade payable turnover ratio	Times	Total purchases of raw material	Average Trade Payables	7.65	4.84	58.16%	Due to increase in purchases and trade payables, there is positive change.
Net capital turnover ratio	Times	Net sales = total sales - sales return	Working capital = Current assets – Current liabilities*	(10.48)	(5.75)	82.10%	Due to increase in working capital, there is incline in the ratio.
Net profit ratio	Percentage	Net profit after tax	Net sales = Total sales - sales return	4.24%	-3.91%	-208.51%	Due to increase in expenditure ratio, there is decline in the ratio.
Return on capital employed	Percentage	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax	27.84%	2.41%	1057.43%	Due to increase in profit there is improvement in the ratio.
Return on investment	Percentage	Net profit after tax	Total Asset	NA	NA	NA	NA

Annexure V- Notes to Restated Financial Information

(Amount in INR lakhs, except for share data unless otherwise stated)

Additional notes to Restated Financial Information**Note 32 Statement of Adjustments in the financial statements****(a) Impact of restatement adjustments**

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective period/years and its impact on profits.

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Net profit before tax as per audited financial statements	280.27	82.87	37.73
Restatement adjustments:			
Payment of property tax of prior period	0.00	(0.55)	(0.00)
Payment of rates and taxes of prior period	(0.10)	0.00	-
Provision for gratuity	(8.36)	0.69	0.38
Bad debts incurred	(0.84)	(3.44)	3.20
Purchases	(12.28)	12.28	-
Asset written off	0.05	(0.05)	-
Professional fees	(0.17)	0.17	-
Earlier Year Taxes	(2.04)	-	-
Office expense	(0.06)	0.06	-
Hotel, boarding & Lodging	(1.00)	1.00	-
Tender fees	(3.78)	3.78	-
Repairs & Maintenance- Plant & Machinery	(0.81)	-	0.81
	(29.40)	13.94	4.39
Restated net profit before tax	309.67	68.93	33.34

(b) Reconciliation of restated Equity/ Net worth

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Equity/ Net worth as per audited financials	1,140.03	136.49	75.54
Restatement adjustments:			
Payment of property tax of prior period	-	-	0.55
Payment of rates and taxes of prior period	-	0.10	0.10
Gratuity expense	-	8.36	7.67
Bad debts incurred	-	0.84	4.28
Purchases	-	12.28	-
Asset written off	-	(0.05)	-
Professional fees	-	0.17	-
Office expense	-	0.06	-
Hotel, boarding & Lodging	-	1.00	-
Tender fees	-	3.78	-
Repairs & Maintenance- Plant & Machinery	-	0.81	0.81
		27.36	13.41
Restated Equity/ Net worth	1,140.04	109.13	62.12

(c) Explanatory notes for the restatement adjustments

- (i) The amount relating to the income/ expenses have been adjusted in the year to which the same relates to and under which head the same related to.
- (ii) The company has provided excess provision of tax in the year in which income tax return has been filed and has been adjusted in prior period items in financials but in the restated financials it has been adjusted in the same financial year where it relates to.
- (iii) Appropriate adjustments have been made in the restated consolidated financial statements, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per audited financials of the

Note 33 Statement of terms of loans and security details

Name of Lender/Fund	Nature of Facility	Date of Issue	Sanctioned Amount	Securities offered	Re-Payment Period	Rate of Interest	Outstanding amount (as per Books)		
							31 March 2024	31 March 2023	31 March 2022
Secured Loans									
Business Term Loan:									
IDFC First Bank	Term Loan	10-07-20	8.68	Hypothecation on current assets and movable fixed assets	48 months	9.25%	-	-	6.80
Total							-	-	6.80
Cash Credit:									
IDFC DLOD-639499	Over Draft	NA	80.00	Hypothecation on current assets and movable fixed assets	Monthly	8.75%	-	-	10.97
IDFC O/D -19651	Over Draft	NA	13.00	Hypothecation on current assets and movable fixed assets	On Demand	8.75%	-	-	62.37
				Exclusive charge in favour of the Bank by way of hypothecation of the Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the Bank.					
ICICI Bank OD - 3405	Over Draft	NA	145.00	Exclusive Charge on Commercial Property at (1) 5, G Building, 24k Glitteraiti Commercial Building, Shop No 5, Ground Floor, G Building, 24k Glitteraiti Commercial Building, Mauje Pimple Nilakh Tal Haveli Dist Pune, Maharashtra – 411027 and (2) Office No 504, Fifth Floor, Fortune Business Center, S No 207 Hissa No 2/1/4a/1 Mauje Wakad Tal Mulashi Dist Pune, Maharashtra, 411057	On Demand	8.25% till Sep 23 and 9.10% from Oct 23	(13.24)	138.32	-
				Personal Guarantee : Bhushan Sharad Khomane Satyawar Balwant Jadhav					
Total							(13.24)	138.32	73.34
Unsecured Loans from Banks									
Axis Bank	Business Term loan	30-11-20	25.00	No securities against the loan	36 months	15.00%	-	6.46	15.16
IDFC First Bank	Business Term loan	05-02-19	8.16	No securities against the loan	36 months	18.00%	-	-	-
Total							-	6.46	15.16
Directors and other related parties									
Bhushan khomane	Loan	-	-	-	Repayable on demand	0.00%	-	-	-
Satyawan Jadhav	Loan	-	-	-	Repayable on demand	0.00%	-	-	2.72
Total							-	-	2.72

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Note 34 The trade payables ageing schedule:

At the end of the period		As at 31 March 2024				
Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	-	-	-	-	-
Others	3.30	62.93	-	-	-	66.22
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

At the end of the year		As at 31 March 2023				
Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	-	-	-	-	-
Others	5.98	71.73	0.04	-	-	77.75
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

At the end of the year		As at 31 March 2022				
Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	-	-	-	-	-
Others	5.69	39.90	-	-	-	45.59
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

Note 35 The trade receivables ageing schedule:

At the end of the period		As at 31 March 2024					
Particulars	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	Total	
							(i) Undisputed trade receivables – considered good
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-	
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	

At the end of the year		As at 31 March 2023					
Particulars	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	Total	
							(i) Undisputed trade receivables – considered good
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-	
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	

At the end of the year		As at 31 March 2022					
Particulars	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	Total	
							(i) Undisputed trade receivables – considered good
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-	
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	

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Note 36 Employee Benefits

I. Defined contribution plans

The Company has classified the various benefits provided to employees as under:

- a. Contribution to provident fund & Other funds

The expense recognised during the period towards defined contribution plan -

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Contribution to provident fund & Other funds	12.02	-	-

II. Defined benefit plans

Gratuity

The Company should provide for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling. Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
I. Changes in present value of obligations			
Present value of obligation as at the beginning of the period	8.36	7.67	7.29
Interest cost	0.62	0.54	0.46
Current service cost	1.18	0.93	0.99
Benefits paid	-	-	-
Actuarial (Gain) / Loss on obligations	5.21	(0.77)	(1.08)
Present value of obligation as at the end of the period	15.37	8.36	7.67
II. Actuarial (Gain) / Loss recognised			
Actuarial (Gain) / loss for the period – Obligations	5.21	(0.77)	(1.08)
Actuarial (Gain) / Loss for the period – Plan assets	-	-	-
Total (Gain) / Loss for the period	5.21	(0.77)	(1.08)
Actuarial (Gain) / Loss recognised in the period	5.21	(0.77)	(1.08)
Unrecognised actuarial (Gain) / Loss at the end of the period	-	-	-
III. Amount to be recognised in the Balance Sheet			
Present value of obligation at the end of period	15.37	8.36	7.67
Fair value of the plan assets at the end of period			
Surplus / (Deficit)	(15.37)	(8.36)	(7.67)
Current liability	0.79	0.62	0.56
Non-current liability	14.58	7.74	7.11
Unrecognised past service cost	-	-	-
Amount not recognised as asset (Para 59(b) limit)	-	-	-
Net asset / (liability) recognised in balance sheet	(15.37)	(8.36)	(7.67)
IV. Expense recognised in the statement of profit and loss			
Current service cost	1.18	0.93	0.99
Past service cost	-	-	-
Interest cost	0.62	0.54	0.46
Actuarial (Gain) / Loss recognised in the period	5.21	(0.77)	(1.08)
Expenses recognised in the statement of profit & loss at the end of period	7.01	0.69	0.38
V. Reconciliation of net asset / (liability) recognised			
Net asset / (liability) recognised at the beginning of the period	(8.36)	(7.67)	(7.29)
Benefits directly paid by Company	-	-	-
Expense recognised at the end of period	(7.01)	(0.69)	(0.38)
Net asset / (liability) recognised at the end of the period	(15.37)	(8.36)	(7.67)

VI. Experience adjustment for the current period

Present value of obligations	15.37	8.36	7.67
Plan assets			
Surplus / (Deficit)	(15.37)	(8.36)	(7.67)
Experience (Gain) or Loss on plan liabilities	4.92	(0.48)	(1.74)
Experience (Gain) or Loss on plan assets	-	-	-

VII. Actuarial assumptions:

	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Mortality table	IALM(2012-14) ult	IALM(2012-14) ult	IALM(2012-14) ult
Discount rate	7.20%	7.40%	7.00%
Rate of increase in compensation levels	9.00%	9.00%	9.00%
Expected rate of return on plan assets			
Expected average remaining working lives of employees (in years)	11.09 *	10.01 *	9.49 *
Average remaining working life (years)	29.61 ^	23.97 ^	20.42 ^
Retirement Age	58 years	58 years	58 years
Withdrawal Rate			
Age upto 30 years	8.00%	8.00%	8.00%
Age 31 - 40 years	8.00%	8.00%	8.00%
Age 41 - 50 years	8.00%	8.00%	8.00%
Age above 50 years	8.00%	8.00%	8.00%

* It is actuarially calculated term of the plan using probabilities of death, withdrawal and retirement.

^ It is simple arithmetical difference between retirement age and average age (by zeroing out negatives for employees above retirement age) and is calculated without using any decrements.

Schnell Drone Technologies Limited (CIN : U72200PN2010PLC135732)

Annexure V- Notes to Restated Financial Information

(Amount in INR lakhs, except for share data unless otherwise stated)

Note 37 Foreign exchange earnings/ expenditures during the year

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Foreign exchange earnings	4.54	9.54	17.03
Foreign exchange expenditures	204.35	265.41	166.95

Note 38 Unhedged Foreign Currency Exposure during the year

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Trade Payables			
USD	0.15	-	-
INR	12.25	-	-
Trade Receivables	-	-	-

Note 39 Sundry debtors, sundry creditors, loans & advances balances are subject to confirmation.

Note 40 Contingent Liability

The Provision for Contingent Liability as per AS 29 Provisions, Contingent Liabilities and Contingent Assets is as follows:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for Contingent Liability	-	-	-

**Note 41 Leasing arrangements:
As Lessee**

The Company has entered into operating lease arrangements for office premises and facilities. The office premises lease is non cancellable for a period of 3 years out of 5 years. The lease agreements provide for an increase in the lease payments by 5% every year.

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Future minimum lease payments (for non-cancellable period)			
not later than one year	36.82	-	-
later than one year and not later than five years	38.66	-	-
later than five years	-	-	-
	75.48	-	-
Total lease payments recognized in the Statement of Profit and Loss for all leases	44.33	-	-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial years ended March 31, 2024, 2023 and 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Statement" on page 190 of the Draft Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 22 of this Draft Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 15 of this Draft Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Schnell Drone Technologies Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the financial years ended March 31, 2024, 2023 and 2022 included in this Draft Prospectus beginning on page 167 of this Draft Prospectus.

BUSINESS OVERVIEW

Our Company is a multifaceted service company offering diverse services in the drone ecosystem. Our key services included – (a) DaaS (Drone-as-a-Service); (b) Drone data acquisition & processing; (c) Drone distribution, training and maintenance; and (d) Distribution of Geographic information system & Photogrammetry software. Our key service areas have been described below:

DaaS (Drone-as-a-Service)

Drone as a Service (DaaS) is a growing industry that offers a variety of services using remotely controlled drones equipped with sensors and cameras:

Data collection: Drones can collect data for a range of industries, including agriculture, real estate, and healthcare.

Inspection: Drones can be used to inspect infrastructure, such as power lines and oil rigs, or to survey areas for assets.

Delivery or Spraying of fertiliser uniformly: Drones can be used to deliver goods, including food, and can also be used for medical or emergency recovery services. Drones can also be used to uniformly spray pesticides from a distance, reducing the risk of overspraying and ensuring safety of farmers,

Surveillance: Drones can be used to capture aerial photography or videography, thereby facilitating silent surveillance.

Drones can be more efficient and cost-effective than traditional methods for gathering data, and can improve the accuracy of processes and speed of traditional methods.

Our Company has a presence in all of the aforementioned service verticals, and offers services such as, Agriculture Spraying of fertilizers, herbicides & bio-pesticides, inland security, surveillance & monitoring, port security, surveillance & monitoring, mine surveillance and monitoring & stock-pile calculations.

Multi-spectral data processing

Our Company has the capabilities of acquiring data using multi-spectral sensor, processing this data for crop health analysis, crop disease monitoring and crop yield estimation. The purpose of this data processing is to collect detailed insights into crop health and conditions, which in turn helps farmers in making an informed decisions and taking proactive measures to improve their yields. We believe that multispectral drone imaging will revolutionize farming by making agriculture more efficient, profitable and sustainable. In furtherance of the above, we have entered into a memorandum of understanding with Meero Digital Labs Private Limited for the purpose of capturing images from its drones in Maharashtra and Uttar Pradesh covering an area of approximately 1,000 acres and 500 acres respectively.

Drone distribution, training and maintenance

Our Company, since 2019 has been one of the resellers of unmanned aerial vehicles (“UAVs”), commonly known as ‘drones’, manufactured by ideaForge Technology Limited (“**ideaForge**”). We market, sell and distribute UAVs manufactured by ideaForge, on a non-exclusive basis in India. The UAVs distributed by us for ideaForge, include, Q Series, Netra V Series, Netra Pro and Switch. In addition to distribution, we also offer technical support and maintenance for the UAVs sold by us. On behalf of ideaForge, we have provided distribution and technical services to (i) educational institutions, including but not limited to, Indian Institute of Technology, National Institute of Technology, Kerala Highway Research Institute, Punjab University, University of Pune; (ii) armed and naval force units, such as, ASC Centre (North) -1 ATC, Bangalore, Border Road Organisation, INS Shivaji, INS Kadamba, 24 Maratha LI; and (iii) forest departments such as, Goa Forest Department and Kerala Forest and Wildlife Department.

In the year, 2023, we started offering services in the capacity of a service provider to ideaForge. The UAV services provided by us include:

- d) *Field Services*: To provide field services, whereby our service engineers visit the customer onsite and address the issues faced by such customer;
- e) *Demonstrations and Trials*: To conduct demonstrations and trials of the products of ideaForge for their potential customers;
- f) *Training*: To undertake training for the agents, re-sellers, distributors and customers of ideaForge; and

As part of the above, our Company is also required to designated certain number of professionals, such as field service engineers, customer support engineers, pilots & trainers for executing the aforementioned services.

In order to offer technical support to our customers and to their respective customers, we have employed a team of experience personnel, including trained pilots, remote customer support engineers, field customer support engineers and trainers. For some of our clients, we also offer stationing of our employees for our DaaS services. For instance, for ideaForge, we have stationed some of our pilots in Uttarakhand for executing a surveillance projects. Our pilots are also stationed at Pune, Lucknow, Itarsi & Dehradun for executing projects of our customers. Our engineers are stationed at Bhopal, Shimla, Chandigarh, Lucknow, Jaipur, Assam, Bangalore and Kolkata for offering training and repair and maintenance services to our customers.

Distributor of geographic information system and photogrammetry software products

A geographic information system (“GIS”) is a computer system used for capturing, storing, checking, and displaying data related to positions on Earth’s surface. GIS can show many different kinds of data on one map, such as streets, buildings, and vegetation. This enables people to more easily see, analyse, and understand patterns and relationships. Our Company acts as a reseller for reputed GIS software developers, namely, USA based Blue Marble Geographics and Canada based Avenza Systems INC. In addition to reselling of software products, we also provide after sales services, such as GIS software training and software support.

A photogrammetry software enables processing of aerial imagery captured by a drone to generate photorealistic and high resolution three-dimensional Digital Terrain Models (DTM) & Digital Elevation Models from a set of

overlapping digital photographs that have been taken from different viewpoints. We act as a reseller for Agisoft LLC, Russia, whereby we market and sell their photogrammetry software, Agisoft Metashape and provide technical support for the same. We also provide training over Metashape, a reputed drone processing software.

GIS and Metashape software are being used extensively in various domains such as defense, forestry, mining, infrastructure, renewable energy, space applications, telecom, city gas distribution, power distribution, water resources & agriculture.

We also offer data processing services in GIS and photogrammetry. This includes, georeferencing, creation of ORI (orthorectified imagery), 3D point cloud, DEM (digital elevation model) and DTM (digital terrain model). As part of our data processing services, we recently acquired data for 54.00 sq. km. of area using RYNO UAV under the SVAMITVA Scheme. This data was acquired for various villages in Agra District, Uttar Pradesh in the year 2022. Further, in 2023, we had undertaken data acquisition using mapping payload, DGPS (differential geographical position system) survey, drone data processing and an ortho-rectified imaging for All India Institute of Local Self Government. As part of the said project, we had acquired data across 95.57 Sq. Km. spanning eight municipal councils in Latur District of Maharashtra, for the purpose of property tax collection.

Our revenues from operations for the Fiscals 2024, 2023 and 2022 were ₹ 1,075.03 lakhs, ₹ 878.09 lakhs and ₹ 549.22 lakhs, respectively. Our EBITDA for the Fiscals 2024, 2023 and 2022 were ₹ 328.31 lakhs, ₹ 82.48 lakhs and ₹ 45.43 lakhs, respectively. Our profit after tax for the Fiscals 2024, 2023 and 2022 was ₹ 233.15 lakhs, ₹ 47.01 lakhs and ₹ 23.28 lakhs, respectively. For further details, please refer to the section titled “*Financial Information*” on page 190 of this Draft Prospectus.

For detailed information on the business of our Company please refer to “*Our Business*” beginning on page numbers 118 of this Draft Prospectus.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIALS

After the date of last Audited accounts i.e. March 31, 2024, the Directors of our Company confirm that, there have not been any significant material developments.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 22 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- We are highly dependent on our vendors and customers for a significant portion of our revenue and business. In the event, our vendors or our customers refuse to renew the agreements executed with them, our business and results of operations could be adversely affected;
- Presently the drone industry is in a nascent stage. If the industry does not experience significant growth, then we will not be able to achieve our anticipated level of growth;
- Any unauthorized access or intrusion into our software or systems, as well as any form of cyber-attack, could significantly harm our business and have a negative impact on our financial condition and operating results;
- We may not be able to offer drone related services, such as demonstration, trials and training during the monsoon season, due to the increased risk of damage to our equipment and potential safety hazards. As a result, extended monsoons can directly impact our revenue from operations; and
- We are dependent on trained and qualified pilots, trainers and engineers and the loss of, or our inability to hire, retain, train, and motivate qualified pilots, trainers and engineers could adversely affect our business, results of operations and financial condition.
- The commercial success of our services depends to a large extent on the success of the end use customers and our vendors. If there is any downturn in the industries in which the customers and vendors operate, it could have a material adverse effect on our business, financial condition and results of operations.

- Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.
- There can be no assurance that the objects of the Offer will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the plan for deployment of the Net Proceeds has not been appraised by any bank or financial institution.
- We intend to utilise a portion of the Net Proceeds for funding purchase of various types of UAVs of our Company. We are yet to place orders for such UAVs.
- If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results of operations and financial condition.

DISCUSSION ON RESULT OF OPERATION

Our Significant Accounting Policies

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “*Restated Financial Statements*” beginning on page 190 of the Draft Prospectus.

Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

Revenues

◆ Revenue of operations

Our Company’s revenue is primarily generated from sale of software products, drones and drone related services which includes drone repair and maintenance, drone trials, demonstration, training and data processing.

◆ Other Income

Our other income mainly consists of rental income, interest, foreign exchange gain, interest on income tax refund, discount received and other income.

The below table show our revenue for the fiscal 2024, 2023 and 2022:

Particulars	<i>(₹ In Lakhs)</i>		
	March 31, 2024	March 31, 2023	March 31, 2022
Income			
Revenue from Operations	1,075.03	878.09	549.22
% of total revenue	99.54%	99.49%	99.37%
Other income	4.98	4.54	3.46
% of total revenue	0.46%	0.51%	0.63%
Total Revenue	1,080.01	882.63	552.68

Expenditure

Our total expenditure primarily consists of Purchases of drones and software, Changes in inventories of finished goods and stock-in-trade, Employee Benefit Expenses, Depreciation and Amortization Expenses, Finance Costs and Other Expenses.

◆ **Purchases of drones and software**

This represents purchase of drones and software for resale and related drone data processing.

◆ **Changes in inventories of stock-in-trade**

This relates to the changes in inventories of stock-in-trade of drone.

◆ **Employment Benefit Expenses**

It includes salaries, wages, bonus and allowances, directors' remuneration, contributions to welfare funds, provision for gratuity and other expenses.

◆ **Other Expenses**

It includes audit remuneration, repairs and maintenance, travelling expenses, exhibition expenses, hotel, boarding & lodging, professional fees, sales promotion expenses, office expenses, bad debts, insurance printing & stationary prior period item expense rates and taxes, compensatory expense, property tax, courier & postage, postage & telephone, rent tender fees, electricity expenses, fees and subscription, training expenses, ROC fees, foreign exchange loss, brokerage and commission and other expenses.

◆ **Finance Costs**

Our finance costs mainly include processing charges and interest.

◆ **Depreciation**

Depreciation includes depreciation and amortization.

RESULTS OF OUR OPERATION

(₹ In Lakhs)

Particulars	31-Mar-24	31-Mar-23	31-Mar-22
Incomes:			
Revenue from Operations	1,075.03	878.09	549.22
% of total revenue	99.54%	99.49%	99.37%
% Increase/(Decrease)	22.43%	59.88%	130.80%
Other income	4.98	4.54	3.46
% of total revenue	0.46%	0.51%	0.63%
% Increase/(Decrease)	9.60%	31.39%	-10.35%
Total Revenue	1,080.01	882.63	552.68
% Increase/(Decrease)	22.36%	59.70%	128.55%
Expenses:			
Purchases	332.96	673.57	391.45
% of total revenue	30.83%	76.31%	70.83%
% Increase/(Decrease)	-50.57%	72.07%	105.98%
Changes in inventories of stock-in-trade	(62.95)	(16.00)	(6.77)
% of total revenue	-5.83%	-1.81%	-1.23%
% Increase/(Decrease)	293.36%	136.24%	-30.68%

Employee Benefit expenses	240.66	87.93	92.41
% of total revenue	22.28%	9.96%	16.72%
% Increase/(Decrease)	173.70%	-4.85%	117.41%
Other Expenses	236.06	50.11	26.70
% of total revenue	21.86%	5.68%	4.83%
% Increase/(Decrease)	371.10%	87.64%	102.71%
Total Expense	746.72	795.60	503.79
% of total revenue	69.14%	90.14%	91.15%
% Increase/(Decrease)	-6.14%	57.92%	113.52%
Profit before Interest, Depreciation and Tax*	333.29*	87.03*	48.89*
% of total revenue	30.86%	9.86%	8.85%
Depreciation and amortization Expenses	12.14	8.77	4.30
% of total revenue	1.12%	0.99%	0.78%
% Increase/(Decrease)	38.44%	104.02%	71.55%
Profit before Interest and Tax	321.14	78.25	44.59
% of total revenue	29.74%	8.87%	8.07%
Financial Charges	11.47	9.32	11.25
% of total revenue	1.06%	1.06%	2.04%
% Increase/(Decrease)	23.07%	-17.15%	-9.30%
Profit before Tax and Extraordinary Expenses	309.67	68.93	33.34
% of total revenue	28.67%	7.81%	6.03%
Extraordinary Expenses	-	-	-
% of total revenue	-	-	-
% Increase/(Decrease)	-	-	-
Restated Profit/(Loss) before tax	309.67	68.93	33.34
% of total revenue	28.67%	7.81%	6.03%
% Increase/(Decrease)	349.25%	106.77%	468.81%
Tax expenses/(income)			
Current and prior years Tax	78.07	22.86	10.09
Deferred Tax	(1.55)	(0.94)	(0.03)
Total tax expenses	76.52	21.92	10.05
% of total revenue	7.08%	2.48%	1.82%
Restated profit/(loss) after Tax	233.15	47.01	23.28
% of total revenue	21.59%	5.33%	4.21%
% Increase/(Decrease)	395.96%	101.91%	350.52%

*Includes Other Income

Our income is dependent upon few major intermediaries, details of the same is as following:

(₹ in lakhs)

Particulars	March 31, 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 customers	702.56	65.35%	285.78	32.55%	224.64	40.90%

REVIEW OF OPERATIONS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

Income from Operations

Our revenue from operations for the year ended March 31, 2024 was ₹ 1,075.03 Lakhs which was about 99.54% of the total revenue and which comprises of revenue generated from sale of software products, drones and drone related services which includes drone repair and maintenance, drone trials, demonstration, training and data processing.

Other Income

Our other income for the year ended March 31, 2024 was ₹4.98 Lakhs which was about 0.46% of the total revenue and which includes interest, foreign exchange gain, interest on income tax refund, discount received and other income.

Expenditure

Purchases of drones and software

The purchase of drones and software for the year ended March 31, 2024 were ₹ 332.96 Lakhs which has about 30.83% of the total revenue.

Changes in inventories of stock-in-trade

The changes in inventories of stock-in-trade for the year ended March 31, 2024 were ₹(62.95) Lakhs which has about (5.83%) of the total revenue.

Employee Benefits expenses

The employee benefits expenses for the year ended March 31, 2024 were ₹240.66 Lakhs which was about 22.28% of the total revenue and which includes salaries, wages, bonus and allowances, directors' remuneration, contributions to welfare funds, provision for gratuity and other expenses.

Other Expenses

Other Expenses for the year ended March 31, 2024 were ₹236.06 Lakhs which was about 21.86% of the total revenue and which includes audit remuneration, repairs and maintenance, travelling expenses, exhibition expenses, hotel, boarding & lodging, professional fees, sales promotion expenses, office expenses, bad debts, insurance printing & stationary prior period item expense rates and taxes, compensatory expense, property tax, courier & postage, postage & telephone, rent tender fees, electricity expenses, fees and subscription, training expenses, ROC fees, foreign exchange loss, brokerage and commission and other expenses.

Profit before Interest, Depreciation and Tax

Our Profit before Interest, Depreciation and Tax for the year ended March 31, 2024 were ₹ 333.29 Lakhs.

Financial Costs

Financial costs for the year ended March 31, 2024 were ₹11.47 Lakhs which was about 1.06% of the total revenue and which consists of interest and other finance charges.

Depreciation

Depreciation for the year ended March 31, 2024 were ₹ 12.14 Lakhs which was about 1.12% of the total revenue and which consists of depreciation and amortization expenses.

Profit /(Loss) after Tax

PAT for the year ended March 31, 2024 was ₹233.15 Lakhs.

FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023

Income

Total revenue from operations has increased by ₹ 197.38 Lakhs and 22.36%, from ₹ 882.63 Lakhs in the fiscal year ended March 31, 2023 to ₹ 1,080.01 Lakhs in the fiscal year ended March 31, 2024. The increase in revenue was on account of increase in our sale of services.

Expenditure

Total Expenditure decreased by ₹48.88 Lakhs and 6.14%, from ₹ 795.60 Lakhs in the fiscal year ended March 31, 2023 to ₹ 746.72 Lakhs in the fiscal year ended March 31, 2024. Overall expenditure was decreased mainly due to decrease in purchases of drones and software.

Purchases of drones and software

Purchases of drones and software decreased by ₹ 340.61 Lakhs and 50.57%, from ₹ 673.57 Lakhs in the fiscal year ended March 31, 2023 to ₹ 332.96 Lakhs in the fiscal year ended March 31, 2024.

Changes in inventories of stock-in-trade

Changes in inventories of stock-in-trade was ₹(62.95) Lakhs, in the fiscal year ended March 31, 2024 as compared to ₹(16.00) Lakhs in the fiscal year ended March 31, 2023. Changes in inventories of stock-in-trade was decreased mainly due to increase in inventory which is maintained in line with the increased volume of sale of software and drones.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by ₹152.73 Lakhs and 173.69% from ₹ 87.93 Lakhs in the fiscal year ended March 31, 2023 to ₹ 240.66 Lakhs in the fiscal year ended March 31, 2024. Employee cost has increased due to increase in staff strength of the company.

Other Expenses

Other Expenses in terms of value and percentage increased by ₹ 185.95 Lakhs and 371.10% from ₹ 50.11 Lakhs in the fiscal year ended March 31, 2023 to ₹ 236.06 Lakhs in the fiscal year ended March 31, 2024. Other Expenses was increased mainly on account of rent, travelling and lodging expenses and after sales service expenses.

Profit before Interest, Depreciation and Tax

Profit before Interest, Depreciation and Tax has increased by ₹ 246.26 Lakhs and 282.97% from ₹ 87.03 Lakhs in the fiscal year ended March 31, 2023 to ₹ 333.29 Lakhs in the fiscal year ended March 31, 2024. Profit before Interest, Depreciation and Tax was increased due to increase in revenue from sale of services.

Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 2.15 Lakhs and 23.07% from ₹9.32 Lakhs in the fiscal year ended March 31, 2023 to ₹ 11.47 Lakhs in the fiscal year ended March 31, 2024. Finance Costs was increased mainly due to higher interest outgo on borrowings.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹ 3.37 Lakhs and 38.48% from ₹ 8.77 Lakhs in the fiscal year ended March 31, 2023 to ₹ 12.14 Lakhs in the fiscal year ended March 31, 2024. Increase in depreciation is due to increase in assets and is general in nature.

Net Profit after Tax and Extraordinary items

Net Profit has increased by ₹186.14 Lakhs and 395.96% from profit of ₹47.01 Lakhs in the fiscal year ended March 31, 2023 to profit of ₹233.15 Lakhs in the fiscal year ended March 31, 2024. Net profit was increased due to increase in revenue from operations on account of higher sale of services.

FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022

Income

Total revenue from operations has increased by ₹ 328.87 Lakhs and 59.88%, from ₹ 549.22 Lakhs in the fiscal year ended March 31, 2022 to ₹ 878.09 Lakhs in the fiscal year ended March 31, 2023. The increase in revenue was on account of increase in our sale of software products and drones.

Expenditure

Total Expenditure increased by ₹ 291.82 Lakhs and 57.92%, from ₹ 503.79 Lakhs in the fiscal year ended March 31, 2022 to ₹ 795.60 Lakhs in the fiscal year ended March 31, 2023. Overall expenditure was increased mainly due to increase in purchase of software products and drones.

Purchases of drones and software

Purchases of drones and software increased by ₹ 282.12 Lakhs and 72.07%, from ₹ 391.45 Lakhs in the fiscal year ended March 31, 2022 to ₹ 673.57 Lakhs in the fiscal year ended March 31, 2023. Purchases of services was increased mainly due to increase volume of purchase of software products and drones.

Changes in inventories of stock-in-trade

Changes in inventories of stock-in-trade decreased to ₹(16.0)0 Lakhs, in the fiscal year ended March 31, 2023 from of ₹(6.77) Lakhs in the fiscal year ended March 31, 2022. Changes in inventories of stock-in-trade was decreased mainly due to increase in inventory which is maintained in line with the increased volume of sale of software and drones.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage decreased by ₹4.48 Lakhs and 4.85% from ₹ 92.41 Lakhs in the fiscal year ended March 31, 2022 to ₹ 87.93 Lakhs in the fiscal year ended March 31, 2023. Employee cost was decreased due to reduction in staff strength of employees.

Other Expenses

Other Expenses in terms of value and percentage increased by ₹ 23.40 Lakhs and 87.64% from ₹ 26.70 Lakhs in the fiscal year ended March 31, 2022 to ₹ 50.11 Lakhs in the fiscal year ended March 31, 2023. Other Expenses was increased mainly due to increase in audit remuneration, repairs and maintenance, travelling expenses, hotel, boarding & lodging, professional fees, sales promotion expenses, office expenses, bad debts, insurance printing & stationary, rates and taxes, property tax, postage & telephone, tender fees, electricity expenses, fees and subscription, training expenses, ROC fees, foreign exchange loss and other expenses.

Profit before Interest, Depreciation and Tax

Profit before Interest, Depreciation and Tax has increased by ₹ 38.14 Lakhs and 78.00% from ₹ 48.89 Lakhs in the fiscal year ended March 31, 2022 to ₹ 87.03 Lakhs in the fiscal year ended March 31, 2023. Profit before Interest, Depreciation and Tax was increased due to increase in our sale of software products and drones.

Finance Costs

Finance Costs in terms of value and percentage decreased by ₹ 1.93 Lakhs and 17.15% from ₹11.25 Lakhs in the fiscal year ended March 31, 2022 to ₹ 9.32 Lakhs in the fiscal year ended March 31, 2023. Finance Costs was decreased mainly due to lower interest outgo on borrowings.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹ 4.47 Lakhs and 104.02% from ₹ 4.30 Lakhs in the fiscal year ended March 31, 2022 to ₹ 8.77 Lakhs in the fiscal year ended March 31, 2023. Increase in depreciation is due to increase in assets and is general in nature.

Net Profit after Tax and Extraordinary items

Net Profit has increased by ₹23.73 Lakhs and 101.91% from profit of ₹23.28 Lakhs in the fiscal year ended March 31, 2022 to profit of ₹47.01 Lakhs in the fiscal year ended March 31, 2023. Net profit was increased due to increase in revenue from operations on account of higher sale of software products and drones.

Cash Flows

Particulars	<i>(Amount ₹ in lakhs)</i>		
	March 31, 2024	March 31, 2023	March 31, 2022
Net cash flow used in operating activities	157.46	87.62	35.55
Net cash flow used in investing activities	(605.65)	(30.84)	(39.66)
Net cash flow used in financing activities	630.31	37.42	(18.48)

Cash Flows from Operating Activities

Net cash from operating activities for the year ended March 31, 2024 was ₹157.46 lakhs as compared to the Profit Before Tax at ₹ 309.67 lacs. Net cash from operating activities for fiscal 2023 was at ₹87.62 lakhs as compared to the Profit Before Tax at ₹ 68.93 lakhs, while for fiscal 2022, net cash from operating activities was at ₹ 35.55 lakhs as compared to the Profit Before Tax at ₹ 33.34 lakhs.

Cash Flows from Investment Activities

Net cash from investing activities for the year ended March 31, 2024 was ₹(605.65) lakhs. This high cash outflow is attributed to advance for land given by the company during the year. Net cash from investing activities for fiscal 2023 was at ₹(30.84) lakhs due to additions increase in short term loan and advances, while for fiscal 2022, net cash from investing activities was at ₹(39.66) lakhs.

Cash Flows from Financing Activities

Net cash from financing activities for the year ended March 31, 2024 was ₹630.31 lakhs. Net cash from financing activities for fiscal 2023 was at ₹ 37.42 lakhs, while for fiscal 2022, net cash from financing activities was at ₹(18.48) lakhs.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled ***“Financial Information”*** and chapter titled ***“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”***, beginning on Page 190 and 221 respectively of this Draft Prospectus, to our knowledge there are no significant economic changes that materially affected or are 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 revenue or income from continuing operations

Other than as described in the chapter titled ***“Risk Factors”*** and ***“Management’s Discussion and Analysis of Financial Conditions and Result of Operations”***, beginning on Page 22 and 221 respectively of this Draft Prospectus, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

4. Future relationship between Costs and Income

Other than as described in the chapter titled ***“Risk Factors”*** beginning on Page 22 of this Draft Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

5. Competition Conditions

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, product quality and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.

OTHER FINANCIAL INFORMATION

The audited standalone financial statements of our Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, together with all annexures, schedules and notes thereto (“**Audited Financial Statements**”) are available at www.schnelldronetech.com. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the “**Group**”) and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any LM, nor any of their respective employees, directors, shareholders, affiliates, agents, advisors or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein. The accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

(₹ in lakhs, except ratios)

Particulars	As at	As at	As at
	31 March 2024	31 March 2023	31 March 2022
Net worth (A)	1,140.04	109.13	62.12
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	328.31	82.48	45.43
Restated profit after tax (B)	233.15	47.01	23.28
Number of equity share outstanding as on the end of year/period - <i>Refer Note 1</i>	97,82,196	7,50,000	10,000
Weighted average number of equity shares outstanding during the year/period (D) - <i>Refer Note 1</i>	91,61,040	90,00,000	90,00,000
Weighted average number of diluted equity shares outstanding during the year/period (E) - <i>Refer Note 1</i>	91,61,040	90,00,000	90,00,000
Basic earning per share (INR) (B/D)	2.55	0.52	0.26
Diluted earning per share (INR) (B/E)	2.55	0.52	0.26
Return on net worth (%) (B/A)	20.45%	43.08%	37.48%
Net asset value per share - (A/C) (Face value of Rs. 10 each)	12.44	1.21	0.69

Note:

1) The ratios have been computed as below:

(a) Basic earnings per share (₹): Net profit after tax as restated for calculating basic EPS/ Weighted average number of equity shares outstanding at the end of the period/ year

(b) Diluted earnings per share (₹): Net profit after tax as restated for calculating diluted EPS/ Weighted average number of equity shares outstanding at the end of the period/ year for diluted EPS

(c) Return on net worth (%): Net profit after tax (as restated)/ Average Net worth

(d) Net assets value per share: Net Worth at the end of the period or year/ Total number of equity shares outstanding at the end of the period/ year

2) 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.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the restated summary statements of the Company.

5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of its business for the purposes of working capital and other business requirements.

Our Company has obtained the necessary consent required under the loan agreements entered into in connection with and for undertaking activities in relation to the Offer, including effecting a change in our capital structure, change in our shareholding pattern, change in our constitutional documents including amending the Memorandum of Association and Articles of Association of our Company, change in the management or board composition, as applicable.

A brief summary of the financial indebtedness of our outstanding borrowings, as on July 31, 2024 is set out below:

Sr. No.	Lender and Purpose	Date of Sanction	Amount Sanctioned (in ₹ Lakhs)	Amount Outstanding (ason July 31, 2024) (in ₹ Lakhs)	Rate of Interest/ Commission	Tenure / Tenor	Security
1.	ICICI Bank Limited Overdraft Facility	September 09, 2023	145.00	65.87	Repo rate 6.50% + Spread 2.6% = 9.10%	12 months with yearly renewal	<p>Exclusive charge in favour of the Bank by way of hypothecation of the Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the Bank.</p> <p>Exclusive Charge on Commercial Property at (1) 5, G Building, 24k Glitteraiti Commercial Building, Shop No 5, Ground Floor, G Building, 24k Glitteraiti Commercial Building, Mauje Pimple Nilakh Tal Haveli Dist Pune, Maharashtra – 411027 and (2) Office No 504, Fifth Floor, Fortune Business Center, S No 207 Hissa No 2/1/4a/1 Mauje Wakad Tal Mulashi Dist Pune, Maharashtra, 411057</p> <p>Personal Guarantee : Bhushan Sharad Khomane Satyawant Balwant Jadhav</p>
Total			145.00	65.87			

Principal terms of the financial arrangements entered into by our Company are disclosed below:

- Penal Interest:** The terms of financing facilities availed by our Company prescribes penalties for non-compliance of certain obligations by our Company. These include, *inter alia*, delay in payment of or non-payment of instalments or

interest, irregularity in cash credit, non-submission / delay in stock statement, non-submission of renewal data, non-compliance with covenants, use of funds for anything other than the purpose for which the loan was availed, non-payment / non acceptance of demand / usance bills of exchange on presenting at due dates etc.

2. **Pre-payment:** The terms of facilities availed by our Company have prepayment provisions which allow for prepayment of the outstanding loan amount, subject to such prepayment penalties as laid down in the facility agreements.
3. **Events of Default:** The financing arrangements entered into by our Company contain standard events of default, including:
 - i. Default in performance of covenants, conditions or agreements in respect of the loan;
 - ii. Default in payment of EMIs or any other amounts due to the lender;
 - iii. Any unauthorized modification in the shareholding pattern of our Company including issuance of new shares in the share capital of our Company;
 - iv. Non-payment of any amount under any court order or decree or judgement against the borrower that would have a material adverse effect;
 - v. Any action taken or legal proceedings initiated for winding up, dissolution, or reorganisation or for appointment of receiver, trustee or similar officer of any of Company's assets;
 - vi. Any information provided by our Company for financial assistance found to be misleading or incorrect in any material respect;
 - vii. For the period of overdue interest/instalment in respect of over drawings above the drawing power/limit in Fund Based Working Capital accounts on account of interest/devolvement of letters of credit/bank guarantee, insufficient stocks and receivables etc.;
 - viii. Non-adherence by the borrower to financial ratios, parameters, financial covenants as stipulated by the bank;
 - ix. Cessation, or providing notice to cease carrying on the business the Company carries on at the date hereof to any statutory regulatory authority and/or the Bank.
 - x. Occurrence of any act or circumstances which could materially jeopardize, in any way, the Security created in favour of the Bank; and
 - xi. Opening new current or other accounts, with banks outside the lending arrangement without obtaining Bank's NOC, or maintaining any current with any bank would amount to an event of default.

The details above are indicative and there are additional terms that may amount to an event of default under the financing arrangements entered into by our Company. Our Company are required to ensure that the aforementioned events of default and other events of default, as specified under the agreements relating to the financing arrangements entered into by our Company, are not triggered.

4. **Consequences of Events of Default:** The financing arrangements entered into by our Company set out the consequences of occurrence of events of default, including:
 - i. Obligation on part of the lender to make or continue to make the loan available, stands terminated;
 - ii. The lender may demand all or any part of the amount due together with accrued interest and all other amounts accrued shall become due and payable immediately;
 - iii. The lender may, without any prior notice to our Company, enforce any and/or all security created in its favour;
 - iv. The lender may levy additional/ default interest;
 - v. The lender may apply or appropriate or set off any credit balance standing on our Company's account with the lender towards satisfaction of any sum due;
 - vi. The lender may exercise powers to recall the advance and take recovery action including action under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002;
 - vii. The lender may invoke guarantees of the guarantors or any other contractual comfort that may have been provided;
 - viii. The lender may cancel the undrawn commitment and suspend withdrawals under the facility; or
 - ix. The lender will have the right to appoint a nominee and/or observer on the Board.
 - x. In case of default on his part to deliver possession, it shall be lawful for the Bank and its officers to take possession of the Hypothecated Vehicle from him and sell the same by private contract or otherwise as pledgee/hypothecate/mortgagee for adjustment of the Loan account.
 - xi. In the event of default on our part in honoring the guarantee hereby provided for repayment of the Bank's dues, despite having sufficient means, the Bank shall be entitled to proceed against us to declare us as 'Willful

defaulter' in accordance with guidelines/instructions issued by RBI from time to time".

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific financing arrangements entered into by our Company.

5. **Restrictive Covenants:** Certain financing arrangements entered into by us contain restrictive covenants. An indicative list of such restrictive covenants is disclosed below. Our Company shall not without the prior approval of the lenders:
- i. Enter into borrowing arrangements either secured or unsecured with any other bank/financial institutions, or otherwise or accept deposits apart from the existing arrangement;
 - ii. The Borrower agrees not to induct any person in its board of director who has been identified as willful defaulter as per directions/guidelines of RBI or Bank
 - iii. Invest by way of share capital in or lend or advance funds to or place deposits with any concern: normal trade credit or security deposits in the normal course of business or advances to employees can, however, be extended;
 - iv. Transfer of the controlling interest or making any drastic change in the management set-up including resignation of promoter directors (includes key managerial personnel);
 - v. Payment of commission to the guarantor for guaranteeing the credit facilities sanctioned by the Bank.
 - vi. Mortgage, lease, surrender or alienation of property or any part thereof;
 - vii. Enter into any agreement or arrangement with any person, institution or local or government body for the use, occupation or disposal of the property or any part thereof during the pendency of the loan;
 - viii. Enter into any scheme of merger, demerger, acquisition, reorganisation, scheme of arrangement or reconstruction;
 - ix. Declare any dividend if it fails to meet its interest payment obligations, make any investments by way of share capital or debentures and/ or advance funds to any party other than in the normal course of business;
 - x. Recognize or register any transfer of shares in our Company's shareholding pattern/capital made or to be made by the Promoter and their associates;
 - xi. Change or cause to change its shareholding pattern/ extent and nature of holding of the body corporate and/ or its directors/ partners/ designated partner and/or its constituent documents in the nature of Memorandum of Association etc.;
 - xii. Permit any significant change in the nature of business of our Company, ownership or control of our Company;
 - xiii. Repay/ prepay or service any unsecured/ secured loans from the Promoter Group/ Directors and such loans from the Promoter Group/ Directors shall, during the tenor of the credit facility availed;

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific financing arrangements entered into by our Company.

CAPITALISATION STATEMENT

(in ₹ lakhs)

Particulars	Pre Offer (As on March 31, 2024)	Post Offer
Borrowings		[•]
Short- term	(13.24)	
Long- term (A)	-	
Total Borrowings (B)	(13.24)	
Shareholders' funds		
Share capital	978.22	
Reserves and surplus	161.82	
Less: Miscellaneous Expenses not w/off	-	
Total Shareholders' funds (C)	1,140.04	
Long- term borrowings/ equity* {(A)/(C)}	-	
Total debt / equity* {(B)/(C)}	(0.01)	

Notes:

1. Short term debts represents the debts which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term debts represent debts other than Short term debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on restated statement of assets and liabilities of the Company as at March 31, 2024

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or Stock Exchanges against the Promoter in the last five financial years, including any outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors and Promoters.

*Our Board, in its meeting held on March 9, 2024, determined that outstanding legal proceedings involving the Company, its Directors and Promoters: (a) where the aggregate amount involved, in such individual litigation exceeds an amount of ₹ 250 lakhs, or (b) where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed ₹ 250 lakhs, if similar litigations put together collectively exceed ₹ 250 lakhs or (c) litigations whose outcome could have a material impact on the business, operations, prospects or reputation of our Company, will be considered as material litigation (“**Material Litigation** ”).*

*Our Board of Directors considers dues owed by our Company to the small-scale undertakings and other creditors exceeding 5% of the restated trade payables the Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on March 9, 2024. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“**MSME** ”), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.*

All terms defined in a particular litigation are for that particular litigation only.

LITIGATION INVOLVING OUR COMPANY

Litigation against our Company

Criminal Proceedings

Nil

Actions taken by Statutory/Regulatory Authorities

Nil

Other Material Litigations

Nil

Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals

Nil

We confirm that 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.

ii. Litigation by our Company

Criminal Proceedings

Nil

Civil and other Material Litigations

Nil

LITIGATION INVOLVING OUR PROMOTERS

Cases filed against our Promoters

Criminal Proceedings

Nil

Actions taken by Statutory/Regulatory Authorities

Nil

Other Material Litigations

Nil

Cases filed by our Promoter

Criminal Proceedings

Nil

Other Material Litigations

Nil

Disciplinary action against our Promoter by SEBI or any stock exchange in the last five Fiscals

As on date of this Draft Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our Promoter in the last five Fiscals including any outstanding action.

LITIGATION INVOLVING OUR DIRECTORS

Cases filed against our directors

Criminal Proceedings

Nil

Actions taken by Statutory/Regulatory Authorities

Nil

Disciplinary action by SEBI or any stock exchange in the last five Fiscals

Nil

Other Material Litigations

Nil

Cases filed by our Directors

Criminal Proceedings

Nil

Other Material Litigations

Nil

LITIGATION INVOLVING OUR SUBSIDIARIES

As on date of this Draft Prospectus, our Company does not have any Subsidiaries.

LITIGATION INVOLVING OUR GROUP COMPANIES

As on date of this Draft Prospectus, our Company does not have any Group Companies.

TAX PROCEEDINGS AGAINST OUR COMPANY, PROMOTERS AND DIRECTORS

Set out herein below are details of claims relating to direct and indirect taxes involving our Company, Promoters, and Directors:

Nature of case	Number of cases	Amount involved (in ₹ lakhs)*
<i>Company</i>		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
<i>Promoters</i>		
Direct tax [#]	3	1.31
Indirect tax	Nil	Nil
<i>Directors</i>		
Direct tax [#]	3	1.31
Indirect tax	Nil	Nil

**To the extent quantifiable*

[#]These matters relate to Bhushan Sharad Khomane and Satyawan Balwant Jadhav

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As per the Materiality Policy, a creditor of our Company, shall be considered to be material (“**Material Creditors**”) for the purpose of disclosure in this Draft Prospectus, if amounts due to such creditor by our Company is in excess of 5% of the restated trade payables of our Company as at the end of the latest period included in the Restated Financial Statements (*i.e.*, as at March 31, 2024).

As of March 31, 2024, outstanding dues to Material Creditors, micro, small and medium enterprises and other creditors were as follows:

S. No.	Type of creditor	No. of creditors	Amount outstanding (₹ in lakhs)
1.	Dues to micro, small and medium enterprises	Nil	Nil
2.	Dues to Material Creditors	3	58.70

S. No.	Type of creditor	No. of creditors	Amount outstanding (₹ in lakhs)
3.	Dues to other creditors	8	7.52
	Total	11	66.22

MATERIAL DEVELOPMENTS

Except as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 221, there have been no material developments, since the date of the last financial statements disclosed in this Draft Prospectus, any circumstances, which materially and adversely affect, or are likely to affect our trading or profitability of our Company or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We are required to obtain consents, licenses, registrations, permissions and approvals for carrying out our present business activities. Our Company has obtained the necessary material consents, licenses, permissions and approvals from the Government and various Government agencies required for our present business and carrying on our business activities. For details in connection with the regulatory and legal framework within which we operate, please refer the chapter “Key Industrial Regulations and Policies” on page 155 of this Draft Prospectus. The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities.

The following statements set out the details of licenses, permissions and approvals taken by our Company under various central and state laws for carrying out the business:

I. Offer related Approvals

For the approvals and authorizations obtained by our Company in relation to the Offer, see “*Other Regulatory and Statutory Disclosures – Authority for the Offer*” on page 244 of this Draft Prospectus.

II. Approvals from the Stock Exchanges

- a) Our Company has received an in-principle approval from NSE dated [●] for listing of Equity Shares issued pursuant to the Offer.
- b) Our Company’s ISIN is INE0TM901013.

III. General Approvals

- a) Certificate of incorporation dated March 9, 2010 issued under the Companies Act, 1956 by the Registrar of Companies, Maharashtra at Pune.
- b) Fresh certificate of incorporation dated January 30, 2024 issued under the Companies Act, 2013 by the Registrar of Companies, Maharashtra at Pune, pursuant to change of name of our Company to ‘*Schnell Drone Technologies Private Limited*’.
- c) Fresh Certificate of Incorporation dated February 5, 2024 issued under the Companies Act, 2013 by Registrar of Companies, Maharashtra at Pune, consequent upon conversion of our Company from a private limited company to a public limited company.
- d) Letter bearing number 10001417344PUN issued by the Employees’ Provident Fund Organization under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 for allotting code number PUPUN3174348000 to our Company.
- e) Letter issued by Sub-regional office, Employee’s State Insurance Corporation, Pune under the Employee State Insurance Act, 1948 for allotting code number 33001331070000999 to our Company.
- f) Udyam registration certificate dated October 3, 2020 bearing udyam registration number UDYAM-MH-26-0024578 issued by Ministry of Micro, Small & Medium Enterprises, Government of India.
- g) Certificate issued by LEI Register India Private Limited for the purpose of allotting 335800GB2NEBLUHZMA39 as the Legal entity identifier code number to our Company. The certificate and the LEI code are valid until February 5, 2025.

- h) Certificate issued on April 5, 2013 and last modified on October 11, 2023 by the Office of the Joint Director General of Foreign Trade, Pune, Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India, for the purpose of allotting 3113000564 as the of importer-exporter code to our Company.

IV. Tax Related Approvals


- a) Our Company's permanent account number issued by the Income Tax Department is AAOC0729F.
- b) Letter dated April 9, 2010 modified by letter dated February 24, 2024 issued by the Income Tax Department for allotting PNE028433G as the tax deduction and collection number to our Company.
- c) Registration certificate dated March 6, 2024 bearing registration number 27AAOC0729F1Z8 (Maharashtra) issued under the Central Goods and Service Tax Act, 2017.
- d) Certificate of Registration dated May 2, 2014 issued by the Maharashtra Sales Tax Department, under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 for the purpose of allotting profession tax registration number, 27980889093P, to our Company.
- e) Certificate of Enrollment dated July 10, 2016 issued by the Maharashtra Sales Tax Department, under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 for the purpose of allotting profession tax enrollment number, 99332115167P, to our Company.

V. Business and Project Related Approvals

As mentioned hereinabove, we require various approvals, licenses, registrations and permits to carry on our operations in India and for executing business projects awarded to our Company. Some of these may expire in the ordinary course of business and applications for renewal of such approvals are submitted in accordance with applicable procedures and requirements. An indicative list of the material approvals required by our Company for conducting our operations is provided below.

Sr. No.	Type of License/Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue/Renewal	Valid up to
1.	Certificate of registration issued under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	Office of Deputy Commissioner of Labour, Pune	2431000318642560	March 8, 2024	Valid until cancelled
2.	Certificate issued to certify that the quality management systems of our Company have been found to be compliant with the standards prescribed under ISO 9001:2015	QVA Certifications	QVA-SLHV-22-2311549	March 23, 2022	March 22, 2025
3.	Registration with the Labour welfare fund	Labour. Welfare Board, Government of Maharashtra	Establishment Code: PUHAVS000837	March 9, 2024	Valid until cancelled

VI. Intellectual Property Related Approvals

Sr No.	Description	Class	Registration Number	Valid upto
1		12	6292049	February 6, 2034

VII. Licenses/ Approvals for which applications have been made by our Company and are pending:

Our Company has made applications before the regulatory authorities for applying for change of its name on the licenses and approvals, consequent to change of name and conversion of our Company from a private limited company into a public limited company.

VIII. Licenses / approvals which have expired and for which renewal applications have not been made by our Company.

Nil

IX. Licenses / Approvals which are required but not yet applied for by our Company:

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals:

Our Board has approved the Offer for Sale pursuant to the resolution passed at its meetings held on March 8, 2024 and our Shareholders have approved the Fresh Issue pursuant to a special resolution passed at the EGM held on March 9, 2024 under Section 62(1)(c) of the Companies Act, 2013.

Offer for Sale:

The Selling Shareholders have confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of the Selling Shareholders	Type	Date of Authorization Letter	Equity Shares held as of date of the Draft Prospectus	Equity Shares offered by way of Offer for Sale	% of the pre-Offer paid-up Equity Share capital
Bhushan Sharad Khomane	Promoter	March 8, 2024	32,48,148	Upto 1,17,000	33.20%
Satyawan Balwant Jadhav	Promoter	March 8, 2024	13,83,264	Upto 1,17,000	14.14%
Sharmin Sahil Inamdar	Promoter	March 8, 2024	22,09,884	Upto 1,17,000	22.59%

The Selling Shareholders confirm that they are in compliance with Regulation 8 of the SEBI (ICDR) Regulations, 2018 and they have held their respective portion of the Offered Shares for a period of at least one year prior to the date of filing of the Draft Prospectus.

In-principle Approval:

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this Draft Prospectus for listing our shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Offer.

Prohibition by securities market regulators

Our Company, Promoters, the Selling Shareholders, Directors, members of our Promoter Group, the persons in control of our Company, as applicable, are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court. There are no violations of securities laws committed by them in the past or are pending against them.

Our Directors and Promoters are not directors or promoters of any other company which has been debarred from accessing the capital markets by SEBI. 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.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Confirmations

1. Our Company, our Promoters, Promoter's Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
2. None of the Directors in any manner associated with any entities which are engaged in securities market

- related business and are registered with the SEBI in the past five years.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as promoters or directors.

Prohibition by RBI or governmental authority

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters, nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

Eligibility for the Offer

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Offer as:

- Neither our Company, nor any of its Promoters, Selling Shareholders, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- Neither our Promoters, nor any Directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Promoters nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our Directors, are Wilful Defaulters or a fraudulent borrower.

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post Offer face value paid-up capital shall be upto ₹ 2,500 lakhs can offer Equity Shares to the public and propose to list the same on the EMERGE Platform of National Stock Exchange of India Limited.

We further confirm that:

- i. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Offer is 100% underwritten and that the Lead Manager to the Offer shall underwrite minimum 15% of the Total Offer Size.
- ii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the Offer shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) 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 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. 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.
- iii. In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus will be filed with the SEBI through the 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, SEBI shall not Offer any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the Lead Manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Lead Manager and the EMERGE Platform of NSE. Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of prospectus shall also be furnished to the SEBI in a soft copy.

- iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we and the Selling Shareholders have entered into an agreement dated [•] with the Lead Manager and a 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 EMERGE Platform of NSE.

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for EMERGE Platform of NSE, which are as under:

1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company is incorporated under the Companies Act, 1956.

2. The post Offer paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.

As on the date of this Draft Prospectus, the Company has a Paid-up Capital of ₹ 978.22 lakhs and the Post Offer Capital will be of ₹ [●] lakhs which is less than Rs. 25 Crores.

3. Track Record

A. The company should have a track record of at least 3 years.

Our Company was incorporated on March 9, 2010 as a private limited company under the name and style of 'Schnell Informatics Private Limited', under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 9, 2010 issued by the Registrar of Companies, Maharashtra at Pune. Subsequently, pursuant to a resolution passed by our Board of Directors in its meeting held on January 8, 2024, and by the Shareholders in their extraordinary general meeting held on January 13, 2024, the name of our Company was changed to 'Schnell Drone Technologies Private Limited' and a fresh certificate of incorporation dated January 30, 2024 was issued by the Registrar of Companies, Maharashtra at Pune. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in its meeting held on January 30, 2024, and by the Shareholders in an extraordinary general meeting held on January 31, 2024 and consequently the name of our Company was changed to 'Schnell Drone Technologies Limited' and a fresh certificate of incorporation dated February 5, 2024 was issued by the Registrar of Companies, Maharashtra at Pune.

B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹ In lakh)

Particulars	For the year ended		
	March 31, 2022	March 31, 2023	March 31, 2024
Operating profit (earnings before interest, depreciation and tax and other income) from operations	45.43	82.48	328.31
Net Worth as per Restated Financial Statement	62.12	109.13	1,140.04

4. The company/entity should have positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

Our Company satisfies the criteria of positive Free cash flow to Equity (FCFE) which given hereunder based on Restated Financial Statement.

(₹ In lakh)

Particulars	For the year ended		
	March 31, 2022	March 31, 2023	March 31, 2024
Free cash flow to Equity (FCFE)	2.15	124.22	(620.48)

5. Other Requirements

We confirm that;

- i. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- ii. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- iii. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

6. The Company has a website: www.schnelldronetech.com

7. Disclosures

We confirm that:

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoter/promoting Company(ies), group companies, companies promoted by the Promoter/promoting companies of the Company.
- ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoter/promoting Company(ies), group companies, companies promoted by the Promoter/promoting Company(ies) during the past three years.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Offer is 100% underwritten by the LM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by LM, please refer to Section titled “*General Information*” beginning on page no. 56 of this Draft Prospectus.
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Offer in the Initial Public Offer. For details of the market making arrangement, see Section titled “*General Information*” beginning on page no. 56 of this Draft Prospectus.
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Offer is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the Offer document and LM shall ensure the same.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Offer Document through LM immediately up on registration of the Offer Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME 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 DRAFT PROSPECTUS. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. 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 OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS AND THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT PROSPECTUS IN RELATION TO THEMSELVES OR THEIR RESPECTIVE PORTION OF THE OFFERED SHARES, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●], 2024.

THE FILING OF THE DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS OFFER WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, MAHARASHTRA AT PUNE, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.

Note:

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Maharashtra at Pune in terms of sections 26, 32 and 33 of the Companies Act.

Disclaimer from our Company, our Directors, the Selling Shareholders and LM

Our Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.schnelldronetech.com, or the websites of the members of our Promoter Group or the Selling Shareholders would be doing so at his or her own risk.

The Selling Shareholders are providing information in this Draft Prospectus only in relation to themselves as a Selling Shareholder and their respective portion of the Offered Shares, and the Selling Shareholders, including their partners, affiliates and associates, accept and/or undertake no responsibility for any statements made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as a Selling Shareholders and their Offered Shares in this Draft Prospectus.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Offer Agreement entered between the LM (Horizon Management Private Limited) and our Company and Selling Shareholders of the Company on March 9, 2024 and as will be provided in the Underwriting Agreement dated [●], 2024 entered into among the Underwriters, the Selling Shareholders and our Company, the Selling Shareholders and the Market Making Agreement dated [●], 2024 entered into among the Market Maker, LM and our Company.

All information shall be made available by our Company, the Selling Shareholders (to the extent that the information pertains to itself and its portion of the Offered Shares) and the 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, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer clause of the Selling Shareholders

The Selling Shareholders will be responsible for the statements confirmed or undertaken by it in this Draft Prospectus in relation to themselves and their respective portion of the Offered Shares.

Note:

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer. The Lead Manager and its respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholders, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Disclaimer in Respect of Jurisdiction

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, VCFs, FVCIs, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), NBFCs or trusts under registered applicable trust law and who are authorised under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI and permitted non-residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at Maharashtra, Pune only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Prospectus has been filed with SEBI for its observations. Accordingly, the

Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft 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 Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered under the Securities Act 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 Securities Act and applicable U.S. state securities laws.

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.

Applicants are advised to ensure that any Applications from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Applicant where required must agree in the Allotment Advice that such Applicants 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.

Disclaimer Clause of the Emerge Platform of NSE

As required, a copy of this Draft Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Prospectus, shall be included in the Prospectus prior to the filing with the RoC.

Filing

The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of the Prospectus, will also be filed with the EMERGE Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed.

A copy of the Prospectus, along with the material contracts, documents will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

Listing

Application will be made to the NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of NSE has given its in-principle approval for using its name in our Offer documents vide its letter [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the

Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within three Working Days from the Offer Closing Date. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). 'T' being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular were applicable, on a voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timeline prescribed under the SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

Consents

Consents in writing of (a) Our Directors, Our Promoter, Our Selling Shareholders, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker(s) to the Company; (b) Lead Manager, Registrar to the Offer, Banker(s) to the Offer*, Share Escrow Agent*, Legal Advisor to the Offer, Underwriter(s) to the Offer* and Market Maker to the Offer* to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

** The consent will be taken while registering the Prospectus with Roc.*

Our Company has received written consent dated August 16, 2024 from the Statutory Auditor to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as a Statutory Auditor and in respect of its (i) examination report dated August 14, 2024 on our Restated Financial Information; and (ii) its report dated August 16, 2024 on the statement of special tax benefits in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or abroad the five (5) years preceding the date of this Draft Prospectus except as disclosed in this Draft Prospectus.

Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to section titled "*Capital Structure*" beginning on page 65 of this Draft Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Neither our Company nor any associate companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made / Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

Performance vis-à-vis objects – Public/rights issue of our Company and/or listed Group Companies/ Subsidiaries and Associates of our Company

Except as stated in the chapter titled “*Capital Structure*” beginning on page 65 of this Draft Prospectus our Company has not undertaken any previous public or rights issue. Further, our Company does not have any subsidiaries or group companies.

Performance vis-a-vis objects - Last Issue of Group/Associate Companies

Our Company does not have any associates or group companies.

Performance Vis-À-Vis Objects –Public/ Rights Issue Of Subsidiaries/ Listed Promoter

As on the date of this Draft Prospectus, the equity shares of our Corporate Promoter are not listed on any stock exchange in India or abroad. Further, our Company does not have any subsidiaries.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares and other instruments

Our Company does not have any outstanding debentures or bonds or preference redeemable shares as on the date of filing this Draft Prospectus.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Prospectus.

Option to Subscribe

Equity Shares being offered through the Prospectus can be applied for in dematerialized form only.

Stock Market Data of the Equity Shares

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

Mechanism for Redressal of Investor Grievances

The Agreement amongst the Registrar to the Offer, our Company provides for retention of records with the Registrar to the Offer for a period of at least three (3) years from the last date of dispatch of the letters of allotment, or refund orders, demat credit or where refunds are being made electronically, giving of refund instructions to the clearing system, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

We hereby confirm that there is no investor complaints received during the three years preceding the filing of Draft Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Prospectus.

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, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has re-constituted the Stakeholders Relationship Committee in the meeting of our Board of Directors held on March 9, 2024. For further details on the Stakeholders Relationship Committee, please refer to section titled “*Our Management*” beginning on page 168 of this Draft Prospectus.

Our Company has appointed Saloni Umesh Munot, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Icon Tower Office No. 402 & 403,
S. No. 114/5/1, 115/1/1, 114/6/3, 115/2,
4th Floor, Baner Gaon,
Haveli, Pune – 411 045,
Maharashtra, India.
Telephone: +91 741 010 0252
Facsimile: NA
E-mail: cs@Schnelldronetech.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

Price Information of past issues handled by the Lead Manager

Price Information of past issues handled by the Lead Manager

SME:

Sr. No.	Issue Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing*	
1.	Cosmic CRF Limited	57.21	314	June 30, 2023	251.20	-17.17%	2.80%	-21.66%	1.71%	95.86%	11.31%
2.	Baba Food Processing (India) Limited	32.88	76	November 15, 2023	76.00	-11.58	7.66%	-27.04%	12.31%	-32.57%	21.94%
3.	MVK Agro Food Product Ltd	65.88	120	March 7, 2024	79.00	-56%	0%	-66%	3%	79	-56%
4.	Shree Karni Fabcom Limited	42.49	227	March 14, 2024	260.00	101%	2%	207%	5%	260	101%
5.	Veritaas Advertising Limited	8.48	114	May 21, 2024	275.00	-46.91%	8.45%	NA	NA	NA	NA
6.	Tunwal E-Motors Limited	124.12	59	July 23, 2024	64.00	-22.50%	3.27%	NA	NA	NA	NA
7.	Forcas Studio Limited	37.44	80	August 26, 2024	152.00	NA	NA	NA	NA	NA	NA
8.	OSEL Devices Limited	70.65	160	September 24, 2024	198.05	NA	NA	NA	NA	NA	NA

Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 th calendar day from listing day*			Nos. of IPOs trading at premium - 30 th calendar day from listing day*			Nos. of IPOs trading at discount - 180 th calendar day from listing day*			Nos. of IPOs trading at premium - 180 th calendar day from listing day*		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	4	198.46	Nil	Nil	2	Nil	1	Nil	Nil	Nil	Nil	1	Nil	Nil
2024-25	4	240.69	Nil	Nil	2	Nil	Nil	Nil	-	-	-	-	-	-

Break -up of past issues handled by Horizon Management Private Limited:

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2023-24	4	Nil
2024-25	4	Nil

Notes:

1. In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.

2. Source: www.bseindia.com and www.nseindia.com

Main Board:

The Lead Manager has not listed any issues on the Main Board segment of the Stock Exchanges.

For details regarding the track record of the Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Lead Manager as set forth in the table below:

Sr. No.	Name of the Lead Manager	Website
1	Horizon Management Private Limited	www.horizonmanagement.in

SECTION VII – ISSUE INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of the Draft Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable.

For details in relation to Offer expenses, see “Objects of the Offer” and “Other Regulatory and Statutory Disclosures” on pages 78 and 244, respectively.

Authority for the Offer

Corporate Approvals:

Our Board has approved the Offer for Sale pursuant to the resolution passed at its meetings held on March 8, 2024 and our Shareholders have approved the Fresh Issue pursuant to a special resolution passed at the EGM held on March 9, 2024 under Section 62(1)(c) of the Companies Act, 2013.

Offer for Sale:

The Selling Shareholders have confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of the Selling Shareholders	Type	Date of Authorization Letter	Equity Shares held as of date of the Draft Prospectus	Equity Shares offered by way of Offer for Sale	% of the pre-Offer paid-up Equity Share capital
Bhushan Sharad Khomane	Promoter	March 8, 2024	32,48,148	Upto 1,17,000	33.20%
Satyawan Balwant Jadhav	Promoter	March 8, 2024	13,83,264	Upto 1,17,000	14.14%
Sharmin Sahil Inamdar	Promoter	March 8, 2024	22,09,884	Upto 1,17,000	22.59%

The Selling Shareholders confirm that they are in compliance with Regulation 8 of the SEBI (ICDR) Regulations, 2018 and they have held their respective portion of the Offered Shares for a period of at least one year prior to the date of filing of the Draft Prospectus.

In-principle Approval:

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this Draft Prospectus for listing our shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Offer.

Ranking of Equity Shares

The Equity Shares being Offered shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to “Description of Equity shares and terms of the Articles of Association” on page 320 of the Draft Prospectus.

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 recommended 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. For further details, please refer to “*Dividend Policy*” on page 189 of the Draft Prospectus.

Face Value and Offer Price

The Equity Shares having a Face Value of ₹10.00 each are being offered in terms of the Draft Prospectus at the price of ₹ [●]/- per equity Share (including premium of ₹ [●]/- per share). The Offer Price is determined by our Company and the in consultation with the Lead Manager and is justified under the section titled “*Basis for Offer Price*” on page 91 of the Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to Section titled “*Description of Equity Shares and terms of the Articles of Association*” beginning on page 320 of the Draft Prospectus.

Allotment only in Dematerialised Form

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Offer:

1. Tripartite agreement dated February 22, 2024 between our Company, NSDL and the Registrar and Share Transfer Agent to the Offer.

2. Tripartite agreement dated February 19, 2024 between our Company, CDSL and the Registrar and Share Transfer Agent to the Offer.

Minimum Application Value, Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the Emerge Platform of NSE from time to time by giving prior notice to investors at large.

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 applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

The minimum number of allottees in the Offer shall be 50 shareholders in case the number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked forthwith.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the 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.

In accordance with Section 72 of the Companies Act, 2013 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 the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Offer is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would

prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Offer

Our Company and the in consultation with the Lead Manager, reserves the right not to proceed with the Offer at any time after the Offer Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one 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. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the 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 Prospectus.

Period of Operation of Subscription List of Public Offer

OFFER OPENS ON	 ●
OFFER CLOSES ON	 ●

Minimum Subscription

In accordance with Regulation 260 (1) of the SEBI (ICDR) Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than Rs. 1,00,000 (Rupees One Lakh) per application.

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 Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Offer through the Offer Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received within four days from the closure of the Offer, if there is a delay beyond such time, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

The minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of Offer.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Offer through this Draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lakh) per application.

The Equity Shares have not been and will not registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, expect in compliance with the application law of such jurisdiction.

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 February 21, 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 Exchange.

Application by Eligible NRIs, FPIs or VCFs 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.

As per the extent Guidelines of the Government of India, OCBs cannot participate in this Offer.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

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 Promoter minimum contribution in the Offer as detailed in the section titled “*Capital Structure*” beginning on page 65 of the Draft 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 sub-heading “*Description of Equity Shares and terms of the Articles of Association*” on page 320 of the Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Allotment of Securities in Dematerialised Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

Migration to Main Board

Parameter	Migration policy from NSE SME Platform to NSE Main Board
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Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores** ** Explanation For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Other Listing conditions	<ul style="list-style-type: none"> • The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies. • The company has not received any winding up petition admitted by a NCLT. • The net worth* of the company should be at least 50 crores <p>*Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018</p>
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1,000.
The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:	<ul style="list-style-type: none"> • The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner. • Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. • Redressal mechanism of Investor grievance • PAN and DIN no. of Director(s) of the Company • Change in Control of a Company/Utilization of funds raised from public

Market Making

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled “**General Information**” beginning on page 56 of this Draft Prospectus.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Offer 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.

Jurisdiction

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S 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.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post Offer paid up face value capital shall be more than ten crore rupees and upto twenty five crore rupees, shall Offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the Emerge Platform of NSE). For further details regarding the salient features and terms of such an Offer please refer chapter titled “Terms of the Offer” and “Offer Procedure” on page 256 and 266 of the Draft Prospectus.

Our Company is proposing a public offer of up to 36,51,000 Equity Shares of face value ₹ 10 each (“Equity Shares”) of our Company for cash at a price of ₹ [●]/- per equity share (including a securities premium of ₹ [●]- per Equity Share) (the “Offer Price”), aggregating upto ₹ [●] lacs (“Offer”), comprising a fresh issue of upto 33,00,000 Equity Shares aggregating to ₹ [●] lakhs (the “Fresh Issue”) and an offer for sale of upto 1,17,000 Equity Shares by Bhushan Sharad Khomane, upto 1,17,000 Equity Shares by Satyawan Balwant Jadhav and upto 1,17,000 Equity Shares by Sharmin Sahil Inamdar (the “Selling Shareholders”) (“Offer For Sale”) aggregating to ₹ [●] lakhs, out of which [●] equity shares aggregating to ₹ [●] lakhs will be reserved for subscription by market maker (“Market Maker Reservation Portion”). The offer less the Market Maker Reservation Portion i.e. Offer of [●] Equity Shares of face value of ₹ 10 each at an Offer Price of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs is hereinafter referred to as the “Net Offer”.

The Offer is being made by way of Fixed Price Offer Process

Particulars of the Offer	Net Offer to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	[●] Equity Shares	[●] Equity Shares
Percentage of Offer Size available for allocation	[●]% of the Offer Size	[●]% of the Offer Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to "Offer Procedure" on page 266 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the applications shall make the application (Online or Physical) through ASBA Process Only	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Minimum Application Size	<u>For Other than Retail Individual Investors:</u> Such number of Equity Shares in multiples of [●] Equity Shares at an Offer price of [●] each, such that the Application Value exceeds ₹ 2,00,000/-. <u>For Retail Individuals Investors:</u> [●] Equity Shares at an Offer price of [●] Each	[●] Equity Shares
Maximum Application Size	<u>For Other than Retail Individual Investors:</u> The maximum application size is the Net Offer to public subject to limits the investor has to adhere under the relevant laws and regulations applicable. <u>For Retail Individuals Investors:</u> Such number of Equity Shares in multiples of [●] Equity Shares such that	[●] Equity Shares

Particulars of the Offer	Net Offer to Public*	Market Maker Reservation Portion
	the Application Value does not exceed ₹2,00,000/-	
Trading Lot	[●] Equity Shares	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Application lot Size	[●] Equity Shares thereafter Equity Shares and in multiples of [●]	
Terms of Payment	The entire Application Amount shall be blocked by the SCSBs in the bank account of the Applicants, or by the Sponsor Banks through UPI mechanism (for RIIs using the UPI Mechanism) at the time of the submission of the Application Form	

This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “*Offer Structure*” on page 263 of the Draft Prospectus.

*As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present Offer is a fixed price Offer ‘the allocation’ in the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to
 - (i) Individual Applicant other than retail Individual Investors; and
 - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty percent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

Withdrawal of the Offer

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

In case, the Company wishes to withdraw the Offer after 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 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 advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Draft 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 final RoC approval to the Prospectus after it is filed with the RoC.

Offer Programme:

OFFER OPENING DATE	[●]
OFFER CLOSING DATE	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Application Centers mentioned in the Application Form.
Standardization of cut-off time for uploading of applications on the Offer closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by LM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Due to limitation of time available for uploading the application on the Offer Closing Date, Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, not later than 1:00 p.m. IST on the Offer Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Offer Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications 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 holiday).

OFFER PROCEDURE

All Applicants shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Documents will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager, before opening of the Offer. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc shall be applicable to Public Offer opening on or after January 1, 2022 and October 1, 2021 respectively.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”) and this phase was to continue till March 31, 2020 and post which reduced timeline from T+6 days to T+3 days was to be made effective using the UPI Mechanism for applications by RIBs. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”), and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 (“T+3 SEBI Circular”). The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for

streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Draft Prospectus. SEBI, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application size are up to ₹5 lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead manager shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated as per applicable law. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

Further, our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

FIXED PRICE OFFER 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(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Offer method. In terms of Regulation 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 50% of the Net Offer to Public is being offered to the Retail Individual Applicants and the balance shall be issued to Non Retail Category i.e. QIBs and Non Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price.

Subject to the valid Applications being received at Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the Lead Manager and the Stock Exchange.

However, if the retail individual investor category is entitled to more than fifty per cent of the net Offer on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Offer and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company and the Selling Shareholders, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

PHASED IMPLEMENTATION OF UPI FOR BIDS BY RETAIL INDIVIDUAL BIDDERS AS PER THE UPI CIRCULAR

SEBI has issued UPI Circular in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 and till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and the continuation of this phase has been extended until March 31, 2020. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice.

Phase III/T+3: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 vide T+3 Press Release. In this phase, the time duration from public issue 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 Press Release as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders into the UPI Mechanism.

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the Lead Manager.

Electronic registration of Bids

a) The Designated Intermediary registered the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for off-line electronic registration of Bids, subject to the condition that they would subsequently upload the off-line data file into the online facilities on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries uploaded the Bids till such time as were permitted by the Stock Exchanges and as disclosed in this Draft Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform were considered for allocation/Allotment. The Designated Intermediaries were given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchanges' Platform during the Bid/Offer Period after which the Stock Exchange(s) sent the bid information to the Registrar to the Offer for further processing.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Offer, Registrar to the Offer as mentioned in the Application form. An electronic copy of the Application Form will also be available for download on the website of the Stock Exchange (NSE) i.e. www.bsesme.com at least one day prior to the Offer Opening Date.

All the investors (except Retail Individual Investors) applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Offer through intermediaries shall use only UPI payment mechanism for application. The application form submitted by NIIs and QIBs must provide applicant's bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Retail Individual Investors submitting application form using UPI shall mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant's bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected. All the investors were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which could have been blocked by the SCSB.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the syndicate member/ SCSBs/ RTA/ DPs/ stock brokers, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Applications made by the

RIIs using third party bank account or using third party linked bank account UPI ID were liable for rejection.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a	Blue

repatriation basis	
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**excluding electronic Application Forms downloaded by the Applicants.*

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- i. An SCSB, with whom the bank account to be blocked, is maintained
- ii. A syndicate member (or sub-syndicate member)
- iii. A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
- iv. A depository participant (“DP”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v. A registrar to an issuer and share transfer agent (“RTA”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), shall enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the applicants has a bank account and shall not submit it to any non-SCSB Bank.

For applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of Stock Exchange. Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Offer. However, in case of Electronic forms, “printouts” of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

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 submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) 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 (other than Retail Individual Investors) to intermediaries other than SCSBs without use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).</p> <p>Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor shall accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.</p>

Stock exchange(s) shall validate the electronic application details with depository's records for DP ID/Client ID and PAN Combination, on a real time basis through API Integration and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the application details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or Subsequent notice of such changes to the Applicants.

WHO CAN APPLY?

As per the existing RBI regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor

(under guardianship);

- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) QIBs;
- e) Mutual Funds registered with SEBI;
- f) 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;
- g) 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);
- h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- l) Foreign Venture Capital Investors registered with the SEBI;
- m) 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;
- n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- r) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- s) Insurance funds set up and managed by army, navy or air force of the Union of India;
- t) Multilateral and bilateral development financial institution;
- u) Eligible QFIs;

- v) Insurance funds set up and managed by army, navy or air force of the Union of India;
- w) Insurance funds set up and managed by the Department of Posts, India;
- x) Any other person eligible to applying in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

- | | |
|---------------------------------------|--|
| 1. Minors (except under guardianship) | 2. Partnership firms or their nominees |
| 3. Foreign Nationals (except NRIs) | 4. Overseas Corporate Bodies |

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.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER

The Lead Manager 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 Lead Manager, if any, may subscribe the Equity Shares in the Offer, in the Non-Institutional Category 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 Lead Manager and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Promoter and Promoter Group and any persons related to our Promoter and Promoter Group cannot participate in the Offer.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company.

Provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds.

- No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications, provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY ELIGIBLE NRIS ON REPATRIATION BASIS

ELIGIBLE NRIS APPLYING ON A REPATRIATION BASIS ARE ADVISED TO USE THE APPLICATION FORM MEANT FOR NON-RESIDENTS (BLUE IN COLOUR).

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

NRI's may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants making application 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) or ASBA Accounts.

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 Application Amount, at the time of the submission of the Application Form.

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

APPLICATIONS BY ELIGIBLE FIIs INCLUDING FIIs ON REPATRIATION BASIS

FIIs INCLUDING FIIs WHO WISH TO PARTICIPATE IN THE OFFER ARE ADVISED TO USE THE APPLICATION FORM FOR NON- RESIDENTS (BLUE IN COLOUR).

As per the current regulations, the following restrictions are applicable for investments by FIIs:

1. Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f)

Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of FEMA Act, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - (a). A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - (b). Nothing contained in clause (a) shall apply to:
 - i. Any transactions in derivatives on a recognized stock exchange;
 - ii. Short selling transactions in accordance with the framework specified by the Board;
 - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iv. Any other transaction specified by the Board.
 - (c). No transaction on the stock exchange shall be carried forward;
 - (d). The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board;

Provided nothing contained in this clause shall apply to:

- i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
- ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
- iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
- v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
- vi. Any Application for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
- vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with

Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
viii. Any other transaction specified by the Board.

(e). A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of FEMA Act, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
8. No foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
 - (a). Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
 - (b). Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

9. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
10. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
11. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors)

Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

12. A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
13. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
14. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
15. The issue of Equity Shares to a single FII should not exceed 10% of our post Offer Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
16. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.
17. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of “Know Your Client” requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.
18. In case of FII’s in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI (Venture Capital Funds) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Further, the SEBI, AIF Regulations prescribes, among others, the investment restrictions on AIFs.

The holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicants on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all such Applicants will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The "IRDA Investment Regulations"), are broadly set forth below:

- (a.) Equity shares of a Company: the least of 10% of the investee Company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b.) The entire group of the investee Company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c.) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS

In case of applications 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 attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a.) With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b.) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c.) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- d.) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Offer that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Offer shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

INDICATIVE PROCESS FLOW FOR APPLICATIONS IN PUBLIC OFFER

ASBA PROCESS

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

CHANNELS OF SUBMISSION OF APPLICATION FORMS

From July 1, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	Not Applicable	RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds.
Non- Institutional Investor (NII) including Qualified	For such applications the existing process of uploading the Application		Investor may submit the Application Form with any of the Designated	Not Applicable

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Institutional Buyer (QIB)	and blocking of funds in the RIIs account by the SCSB would continue.		Intermediaries, along with details of his/her ASBA Account for blocking of funds. For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such Applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each Application into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the 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 Applicants 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.

PROCESS FLOW FOR APPLICATIONS IN PUBLIC OFFER SUBMITTED BY RETAIL INDIVIDUAL INVESTOR

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a RII would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

Application and validation process

- (a). submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- (b). RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.

- (c). The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform.
- (d). Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.
- (e). Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- (f). SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

The Block Process

- (a). Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.
- (b). The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to application amount and Subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Offer Closing Date (“**Cut-Off Time**”). Accordingly, RIIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
- (c). The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile no. / Mobile app, associated with UPI ID linked bank account.
- (d). The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.
- (e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs’ bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.
- (f). The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.
- (g). The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.
- (h). RIIs would continue to have the option to modify or withdraw the Application till the closure of the Offer period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.

Post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

NUMBER OF APPLICATIONS PER BANK ACCOUNT

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

HOW TO APPLY?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

MODE OF PAYMENT

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the 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 finalisation 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 Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and all related circulars issued thereafter, Retail Individual Investors applying in public Offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Offer Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Offer.

In case of applications made by using any of channels under UPI Payments Mechanism, post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from stock exchange, would undertake reconciliation of the Applications data and block confirmation corresponding to the Applications by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public Offer account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public Offer account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public Offer account, shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.

UNBLOCKING OF ASBA ACCOUNT

On the basis of instructions from the Registrar to the Offer, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Offer Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

In case of applications made by using any of channels under UPI Payments Mechanism, Registrar to the Offer will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public Offer account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public Offer account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Offer by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Offer, in the event of withdrawal/failure of the Offer or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

MAXIMUM AND MINIMUM APPLICATION SIZE

The applications in this Offer, being a fixed price Offer, will be categorized into two;

1. For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

2. For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an application in the net Offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors

shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

INFORMATION FOR THE APPLICANTS

- a.) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Offer Opening Date.
- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

PRE-OFFER ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations.

SIGNING OF UNDERWRITING AGREEMENT

The Offer is 100% Underwritten. Our Company and Selling Shareholders have entered into an Underwriting Agreement with the Lead Manager on [●]

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 32 of Companies Act, 2013.

INFORMATION FOR THE APPLICANTS

- a.) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.
- b.) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload it on its website. On the basis of approved basis of allotment, the Issuer shall make necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
- c.) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Offer. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d.) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 5 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within two 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 or Sponsor Bank 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 5 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

INTEREST AND REFUNDS

COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Offer Closing Date. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Offer Closing Date, would be ensured. 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.

GROUND FOR REFUND

NON RECEIPT OF LISTING PERMISSION

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus.

The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within seven days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Offer shall intimate Public Offer bank/Bankers to the Offer and Public Offer Bank/Bankers to the Offer shall transfer the funds from Public Offer account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within eight 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 eighth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

MINIMUM SUBSCRIPTION

This Offer is not restricted to any minimum subscription level. This 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 thirty days from the date of Offer of the Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received the subscription of 100% of the Offer through this Draft Prospectus including devolvement of underwriters within Sixty Days from the date of closure of the Offer, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

MODE OF REFUND

Within three Working Days of the Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs or in case of Applications by RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Offer may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Offer.

LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCBS

The Registrar to the Offer shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Offer Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 3 Working Days of the Offer Closing Date.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the Offer. However applications received after the closure of Offer in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Offer shall send to the Bankers to the Offer a list of their Applicants who have been allocated/Allotted Equity Shares in this Offer.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Offer will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Offer.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
- QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their Application by using UPI mechanism for payment.
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
- Ensure that you have funds equal to the Application Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

- Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants 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;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
- Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Offer;
- Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
- Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by

stock invest;

- Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not make Application for Application Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net 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 Prospectus;
- Do not submit the General Index Register number instead of the PAN;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not make Application 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);
- Do not submit Application 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 Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of NSE i.e. www.nseindia.com.

Applicants may note that forms not filled completely or correctly as per instructions provided in this Draft Prospectus, the General Information Document which shall be made available on the website of the Stock Exchange, the Issuer and the LM, are liable to be rejected. Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below;

A. INSTRUCTION FOR FILLING THE APPLICATION FORM

LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	FIXED PRICE SME ISSUE ISIN : XXXXXXX	Application Form No. _____
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SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ _____ _____ Address _____ _____ _____ Email _____ Tel. No (with STD code) / Mobile _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.	<input type="checkbox"/> Individual(s) • IND <input type="checkbox"/> Non- Resident Indians (Non- Repatriation Basis) • NRI <input type="checkbox"/> Hindu Undivided Family* • HUF <input type="checkbox"/> Bodies Corporate • CO <input type="checkbox"/> Banks & Financial Institutions • FI <input type="checkbox"/> Mutual Funds • MF <input type="checkbox"/> National Investment Funds • NIF <input type="checkbox"/> Insurance Funds • IF <input type="checkbox"/> Insurance Companies • IC <input type="checkbox"/> Venture Capital Funds • VCF <input type="checkbox"/> Alternative Investment Funds • AIF <input type="checkbox"/> Others (Please Specify) • OTH
4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")	5. CATEGORY
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [•]/- per share ¹ <input type="checkbox"/> "Cut-Off" Price	<input type="checkbox"/> Retail Individual
(In Figures) _____ (In Words) _____	<input type="checkbox"/> Non-Institutional
ALLOTMENT WILL BE IN DEMAT MODE ONLY²	<input type="checkbox"/> QIB
¹ Please note that applications must be made in minimum of [•] shares and further multiples of [•] shares accordingly.	² Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.

7. PAYMENT DETAILS	PAYMENT OPTION : Full Payment
Amount Blocked (₹ in Figures) _____ (₹ in words) _____	
ASBA Bank A/c No. _____	
Bank Name & Branch _____	
OR	
UPI Id _____ (Maximum 45 characters)	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: _____, 2019	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1) _____	
	2) _____	
	3) _____	

TEAR HERE

LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No. _____
DPID / CLID _____	ASBA Bank & Branch _____	PAN of Sole/First Applicant _____	
Amount Blocked (₹ in figures) _____	ASBA Bank A/c No./UPI Id _____	Stamp & Signature of SCSB Branch _____	
Received from Mr./Ms. _____	Telephone / Mobile _____		
	Email _____		

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R		In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares				
	Amount Blocked (₹)				
	ASBA Bank A/c No. / UPI Id: _____ Bank & Branch: _____				
Acknowledgement Slip for Applicant					Application Form No. _____

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	FIXED PRICE SME ISSUE ISIN : XXXXXXXX	Application Form No. _____
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SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.	<input type="checkbox"/> Non-Resident Indians - NRI (Repatriation basis)
4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")	<input type="checkbox"/> Foreign Institutional Investor - FII/
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [•]/- per share ¹ <input type="checkbox"/> "Cut-Off" Price	<input type="checkbox"/> Foreign Portfolio Investor - FPI
(In Figures) _____ (In Words) _____	<input type="checkbox"/> Foreign Venture Capital Investor - FVCI
ALLOTMENT WILL BE IN DEMAT MODE ONLY²	<input type="checkbox"/> FII Sub Account Corporate / Individual - FIISA
¹ Please note that applications must be made in minimum of [•] shares and further multiples of [•] shares accordingly.	<input type="checkbox"/> Others - OTH (please specify)
² Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.	<input type="checkbox"/> QIB

7. PAYMENT DETAILS	PAYMENT OPTION : Full Payment
Amount Blocked (₹ in Figures) _____ (₹ in words) _____	
ASBA Bank A/c No. _____	
Bank Name & Branch _____	
OR	
UPI Id _____	
(Maximum 45 characters)	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: _____, 2019	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1) _____	
	2) _____	
	3) _____	

----- TEAR HERE -----

LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No. _____
DPID / CLID _____			PAN of Sole/First Applicant _____
Amount Blocked (₹ in figures) _____	ASBA Bank & Branch _____	Stamp & Signature of SCSB Branch	
ASBA Bank A/c No./UPI Id _____			
Received from Mr./Ms. _____			
Telephone / Mobile _____	Email _____		

----- TEAR HERE -----

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR		In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares				
	Amount Blocked (₹)				
	ASBA Bank A/c No. / UPI Id: _____				
Bank & Branch: _____					Acknowledgement Slip for Applicant
					Application Form No. _____

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

1. FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT:

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a.) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate the Registered Broker and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.
- b.) **Joint Applicants:** In the case of Joint Applicants, the Application should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

2. FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT:

- a.) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b.) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Application on behalf of the Central or State Government, Application by officials appointed by the courts and Application by Applicant residing in Sikkim ("PAN Exempted Applicant"). Consequently, all Applicants, other than the PAN Exempted Applicant, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Application by the Applicant whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c.) The exemption for the PAN Exempted Applicant is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d.) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e.) Applications by Applicant whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

3. FIELD NUMBER 3: APPLICANT'S DEPOSITORY ACCOUNT DETAILS

- a.) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.
- b.) Applicants should ensure that the beneficiary account provided in the Application Form is active.

- c.) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Offer.
- d.) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4. FIELD NUMBER 4: APPLICATION OPTIONS

- a.) Since, this is the Fixed Price Offer and the Price has already been disclosed in the Prospectus, the Applicants should make application at the Offer Price only. For the purpose of this Offer, the Price has been Determined as [●] per equity shares (including premium of [●] per equity share).
- b.) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can make application at the Cut-off Price indicating their agreement to apply for and purchase the Equity Shares at the Offer Price as determined in terms of Prospectus. Making Application at the Cut-off Price is prohibited for QIBs and NIIs and such Applications from QIBs and NIIs may be rejected.
- c.) **Minimum Application Value and Application Lot:** For Application made by Retail Individual Investors, minimum application of [●] Equity Shares to ensure that the minimum Application value is not exceeding ₹ 2,00,000 and not less than ₹ 1,00,000. For Application made by QIBs and Non – Institutional Investors, minimum application of [●] Equity Shares and in multiples of [●] Equity Shares thereafter to ensure that the minimum Application value is exceeding ₹ 2,00,000.
- d.) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum application Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. Also, in case if the RII category is entitled to more than the allocated equity shares on proportionate basis, the RII category shall be allotted that higher percentage.

Maximum and Minimum Application Size

- e.) The Applicants may apply for the desired number of Equity Shares in multiple of [●] equity shares at Offer Price. Applications by Retail Individual Investors and Retail Individual Shareholders must be for [●] equity shares, so as to ensure that the Application Amount, payable by the Applicants does not exceed ₹ 2,00,000.

In case the Application Amount exceeds ₹ 2,00,000 due to revision of the Application or any other reason, the Application may be considered for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected.

For NRIs, Application Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and Application Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.

- f.) Application by QIBs and NIIs must be for [●] equity shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter, as may be disclosed in the Application Form and the Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to make application at Cut off Price.
- g.) RII may revise or withdraw their application until Offer Closing Date. QIBs and NII's cannot withdraw or lower their Application (in terms of quantity of Equity Shares or the Application Amount) at any stage after making application and are required to pay the Application Amount upon submission of the Application.

- h.) In case the Application Amount reduces to ₹ 2,00,000 or less due to a revision of the Price, Application by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- i.) An Application cannot be submitted for more than the net Offer size.
- j.) The maximum application by any applicant including QIB applicant should not exceed the investment limits prescribed for them under the applicable laws.

Multiple Applications

- k.) Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Applications and are liable to be rejected.
- l.) Applicants are requested to note the following procedures that may be followed by the Registrar to the Offer to detect multiple Applications:
 - i. All Applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN may be treated as multiple Application by Applicants and may be rejected.
 - ii. For Application from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Application on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. Such Applications which have the same DP ID and Client ID may be treated as multiple applications and are liable to be rejected.
- m.) **The following Applications may not be treated as multiple Applications:**
 - i. Applications by Reserved Categories making application in their respective Reservation Portion as well as application made by them in the Offer portion in public category.
 - ii. Separate Applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
 - iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

5. FIELD NUMBER 5: CATEGORY OF APPLICANTS

- a.) The categories of Applicants are identified as per the SEBI (ICDR) Regulations, 2018 for the purpose of Applications, allocation and allotment in the Offer are RIIs, NIIs and QIBs.
- b.) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI (ICDR) Regulations, 2018. For details of any reservations made in the Offer, Applicants may refer to the Prospectus.
- c.) The SEBI (ICDR) Regulations, 2018, specify the allocation or allotment that may be made to various categories of Application in an issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form.
- d.) For Offer specific details in relation to allocation, Applicants may refer to the Prospectus.

6. FIELD NUMBER 6: INVESTOR STATUS

- a.) Each Applicants should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Offer follows the investment restrictions under applicable law.
- b.) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c.) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d.) Applicants should ensure that their investor status is updated in the Depository records.

7. FIELD NUMBER 7: PAYMENT DETAILS

- a.) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Applicants providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.
- b.) The full Application Amount shall be blocked based on the authorization provided in the Application Form.
- c.) RIIs who make application at Cut-off price shall be blocked on the Cap Price.
- d.) All Applicants (other than Anchor Investors) can participate in the Offer only through the ASBA mechanism.
- e.) RIIs submitting their applications through Designated Intermediaries can participate in the Offer through the UPI mechanism, through their UPI ID linked with their bank account.
- f.) Application Amount cannot be paid in cash, cheque, and demand draft, through money order or through postal order.

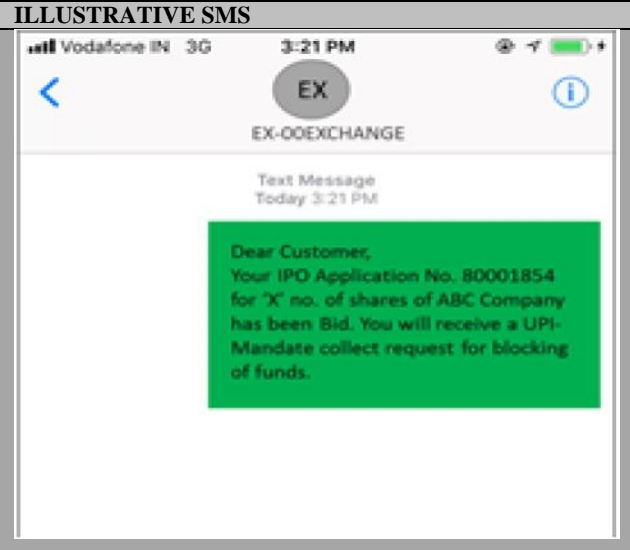
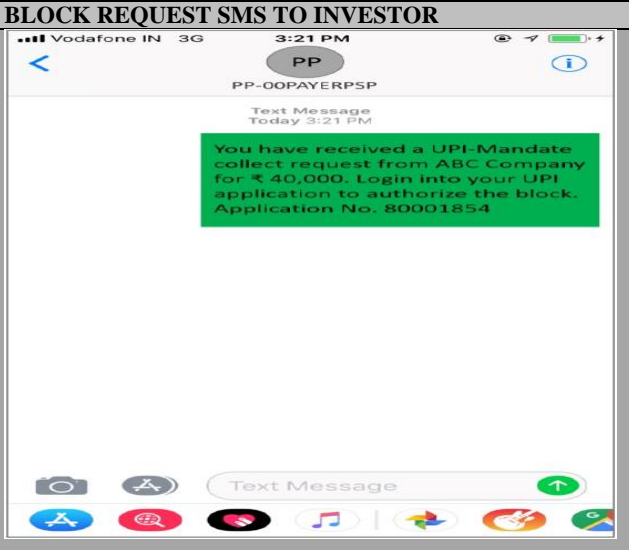
Payment instructions for Applicants (other than Anchor Investors)

- a.) From July 1, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public Offer:

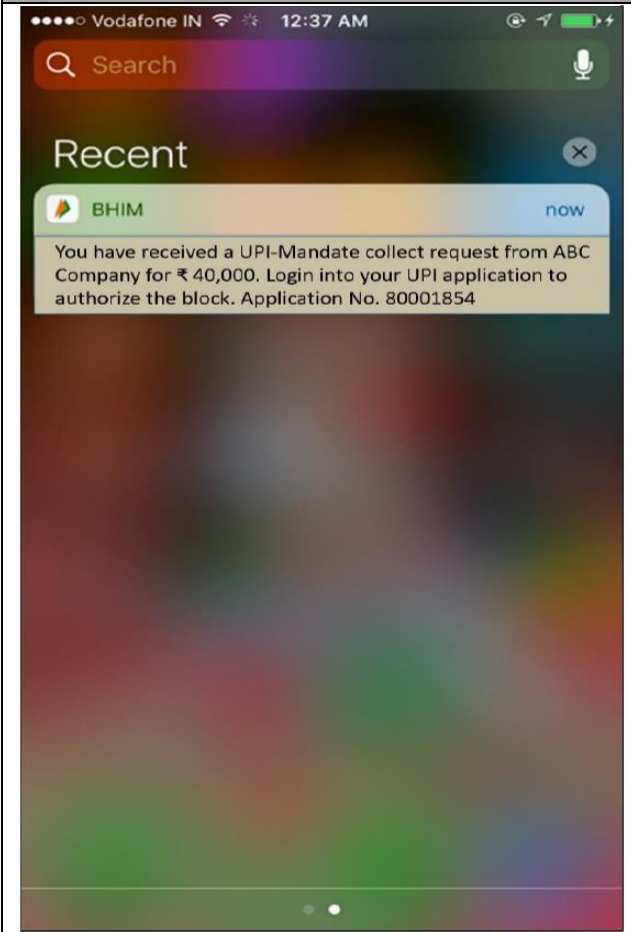
Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.		RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds.
Non- Institutional Investor (NII)	For such applications the existing process of uploading the Application and blocking of finds in the		Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds.	Not Applicable

Category of Investor	Channel I	Channel II	Channel III	Channel IV
	RIs account by the SCSB would continue.		For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	

Please see below a graphical illustrative process of the investor receiving and approving the UPI mandate request:

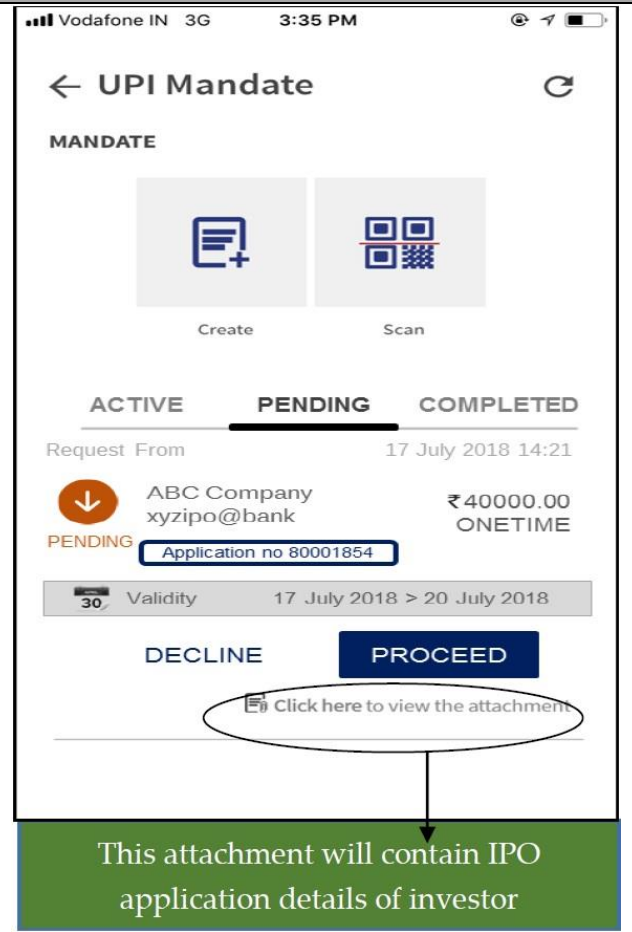
ILLUSTRATIVE SMS	BLOCK REQUEST SMS TO INVESTOR
 <p>The screenshot shows an SMS from 'EX-OOEXCHANGE'. The message text is: 'Dear Customer, Your IPO Application No. 80001854 for 'X' no. of shares of ABC Company has been Bid. You will receive a UPI-Mandate collect request for blocking of funds.'</p>	 <p>The screenshot shows an SMS from 'PP-00PAYERPSP'. The message text is: 'You have received a UPI-Mandate collect request from ABC Company for ₹ 40,000. Login into your UPI application to authorize the block. Application No. 80001854'</p>
BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION	BLOCK REQUEST SMS TO INVESTOR

BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION



SAMPLE OF IPO DETAILS IN ATTACHMENT

BLOCK REQUEST SMS TO INVESTOR



POST VERIFICATION OF DETAILS ABOVE

BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION

1 Enter Details

Investor Details

Depository Name	DP ID	Client ID
NSDL	IN300513	14871468
Beneficiary No.	PAN Card	Investor's Name
-	AAMPF7581P	SHYAM SHARAM

IPO Details

Company Name	IPO Symbol	Bid Lot
IPO	SUPREMEENG	40000
Face Value	Maximum Price	Minimum Price
10.00	₹ 32.00	₹ 27.00
Cut Off Price	IPO Start Date	IPO End Date
₹ 32.00	20 July 2018	27 July 2018
Discount Amount	Discount Category	
NA	-	

BLOCK REQUEST SMS TO INVESTOR

Create Mandate

TO

ABC Company

xyzipo@bank **Verified Merchant**

Mandate Amount

₹ 40000.00

The Amount entered will be blocked immediately & debited from payer account as per your Mandate inputs

Frequency

ONETIME

Validity

Start Date: 20 JULY 2018 > End Date: 27 JULY 2018

Users account will be debited within validity period.

REMARKS

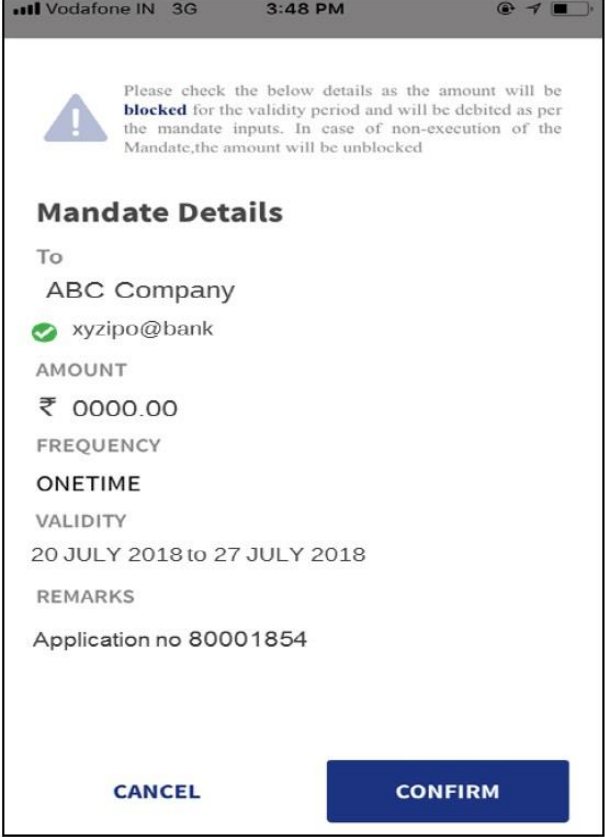
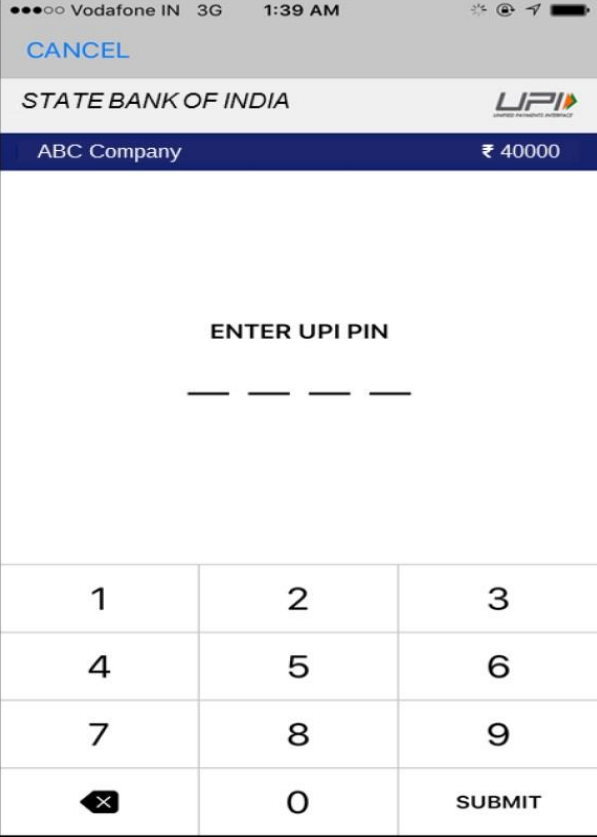
Application no 80001834



[Click here to view the attachment](#)

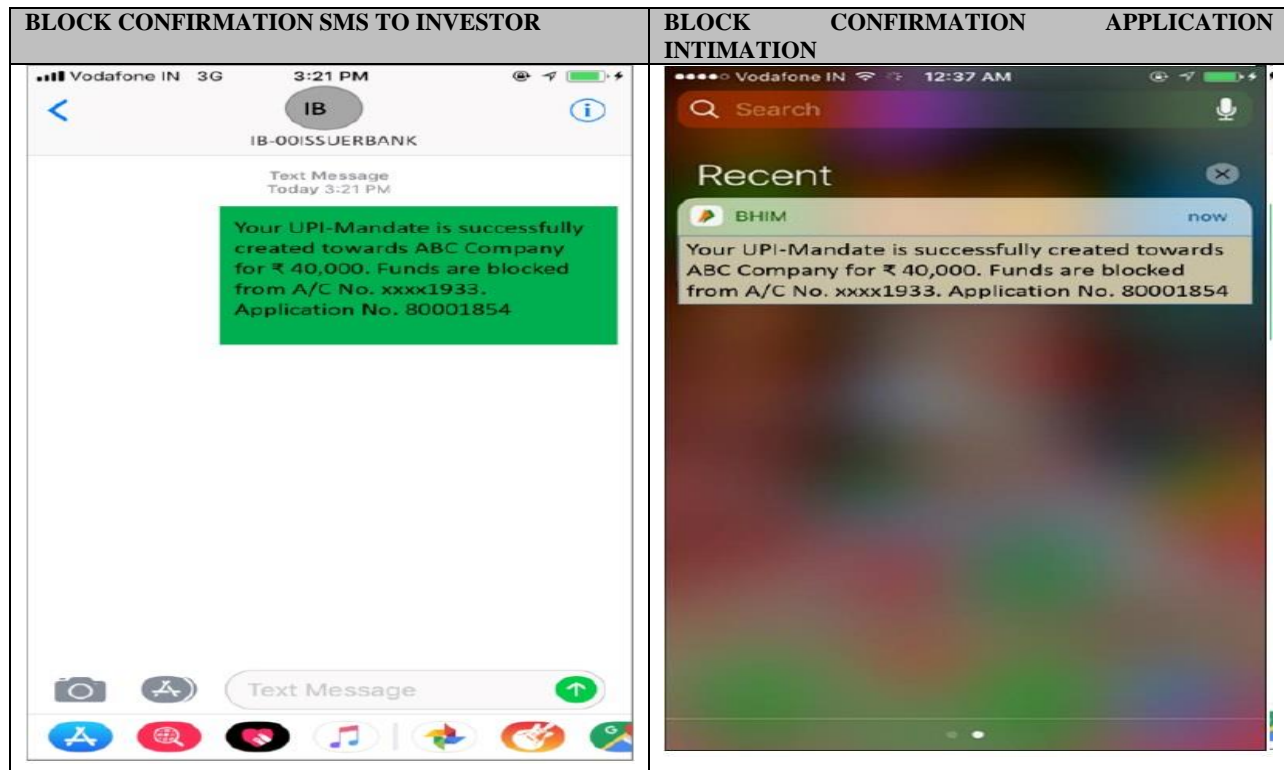
PROCEED

PRE-CONFIRMATION PAGE

ENTERING OF UPI PIN

PRE-CONFIRMATION PAGE	ENTERING OF UPI PIN												
 <p>Vodafone IN 3G 3:48 PM</p> <p>Please check the below details as the amount will be blocked for the validity period and will be debited as per the mandate inputs. In case of non-execution of the Mandate, the amount will be unblocked</p> <p>Mandate Details</p> <p>To ABC Company</p> <p>✓ xyzipo@bank</p> <p>AMOUNT ₹ 0000.00</p> <p>FREQUENCY ONETIME</p> <p>VALIDITY 20 JULY 2018 to 27 JULY 2018</p> <p>REMARKS Application no 80001854</p> <p>CANCEL CONFIRM</p>	 <p>Vodafone IN 3G 1:39 AM</p> <p>CANCEL</p> <p>STATE BANK OF INDIA</p> <p>UPI</p> <p>ABC Company ₹ 40000</p> <p>ENTER UPI PIN</p> <p>— — — —</p> <table border="1"> <tr> <td>1</td> <td>2</td> <td>3</td> </tr> <tr> <td>4</td> <td>5</td> <td>6</td> </tr> <tr> <td>7</td> <td>8</td> <td>9</td> </tr> <tr> <td>⬅</td> <td>0</td> <td>SUBMIT</td> </tr> </table>	1	2	3	4	5	6	7	8	9	⬅	0	SUBMIT
1	2	3											
4	5	6											
7	8	9											
⬅	0	SUBMIT											
CONFIRMATION PAGE	APPROVED MANDATES VISIBLE IN UPI APPLICATION												

PRE-CONFIRMATION PAGE	ENTERING OF UPI PIN
<p>Vodafone IN 3G 3:49 PM</p>  <p>Mandate Approved</p> <p>UPI ID: xyzipo@bank Amount: Rs 40000.00 Frequency: ONETIME UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi Validity: 20th July 2018 to 27th July 2018</p> <p>VIEW DETAILS HOME</p>	<p>Vodafone IN 3G 5:43 PM</p> <p>Active Mandate</p> <p>Received From 18 July 2018 14:21</p> <p>  ABC Company ₹ 40000.00 xyzipo@bank ONETIME ACTIVE Application No 80001834 </p> <p>MANDATE DETAILS</p> <p>START DATE: 20 July 2018 END DATE: 27 July 2018 FREQUENCY: One Time UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi REMARKS: Application No 80001834</p>
BLOCK CONFIRMATION SMS TO INVESTOR	BLOCK CONFIRMATION APPLICATION INTIMATION



- b.) QIB and NII Applicants may submit the Application Form either;
- i. to SCSB in physical or electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form, or
 - ii. in physical mode to any Designated Intermediary.
- c.) Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by Applicants and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.
- d.) Applicants should note that application made using third party UPI ID or ASBA Bank account are liable to be rejected.
- e.) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.
- f.) Applicants should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centers, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.
- g.) **Applicants making application through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

- h.) **Applicants making application directly through the SCSBs** should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i.) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- j.) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and for application directly submitted to SCSB by investor, may enter each application details into the electronic bidding system as a separate application.
- k.) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Application on the Stock Exchange platform and such Applications are liable to be rejected.
- l.) Upon submission of a completed Application Form each Applicants (not being a RII who has opted for the UPI payment mechanism and provided a UPI ID with the Application Form) may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Application Amount for RIIs who have provided a UPI ID with the Application Form, please refer to graphical illustrative process of the investor receiving and approving the UPI mandate request provided in clause (a).
- m.) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Application, as the case may be.
- n.) SCSBs making application in the Offer must apply through an Account maintained with any other SCSB; else their Applications are liable to be rejected.

8. FIELD NUMBER 8: UNBLOCKING OF ASBA ACCOUNT

- a.) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA Accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant ASBA Account to the Public Offer Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA Accounts.
- b.) On the basis of instructions from the Registrar to the Offer, the SCSBs or the Sponsor Bank, as the case may be, may transfer the requisite amount against each successful Applicants to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.
- c.) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Offer may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Application Amount in the Relevant Account within four Working Days of the Offer Closing Date.

Additional Payment Instructions for RIIs applying through Designated Intermediaries using the UPI mechanism

- d.) Before submission of the application form with the Designated Intermediary, an RII shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.
- e.) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>
- f.) RIIs shall mention his / her UPI ID along with the application details in the Application Form in capital letters and submit the Application Form to any of the Designated Intermediaries.
- g.) The Designated Intermediary upon receipt of the Application Form will upload the application details along with UPI ID in the stock exchange bidding platform.
- h.) Once the application has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the Designated Intermediary through its bidding platform, for corrections, if any.
- i.) Once the application details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the application details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.
- j.) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.
- k.) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the application are correct by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire application Amount and authorized the Sponsor Bank to block the application Amount mentioned in the Application Form and Subsequent debit in case of allotment.
- l.) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.
- m.) RIIs may continue to modify or withdraw the application till the closure of the Offer Period. For each modification of the application, the RII will submit a revised application and will receive a new UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.
- n.) RIIs to check the correctness of the details on the mandate received before approving the Mandate Request.
- o.) Post closure of the Offer, the stock exchange will share the application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

Discount: NOT APPLICABLE

Additional Payment Instruction for NRIs

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

9. FIELD NUMBER 9: SIGNATURES AND OTHER AUTHORISATIONS

- a.) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b.) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- c.) Applicants must note that Application Form without signature of Applicants and /or ASBA Account holder is liable to be rejected.

10. FIELD NUMBER 10: ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- a.) Applicant should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediary or SCSB, as applicable, for submission of the Application Form.
- b.) All communications in connection with Application made in the Offer should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicant should contact the Registrar to the Offer.
 - ii. In case of ASBA Application submitted to the Designated Branches of the SCSBs, the Applicant should contact the relevant Designated Branch of the SCSB.
 - iii. Applicants may contact the Company Secretary and Compliance Officer or Lead Manager in case of any other complaints in relation to the Offer.
 - iv. In case of queries relating to uploading of Application by a Syndicate Member, the Applicant should contact the relevant Syndicate Member.
 - v. In case of queries relating to uploading of Application by a Registered Broker, the Applicant should contact the relevant Registered Broker
 - vi. In case of Application submitted to the RTA, the Applicant should contact the relevant RTA.
 - vii. In case of Application submitted to the DP, the Applicant should contact the relevant DP.
 - viii. In case of queries relating to uploading of Application through the UPI Mechanism, the Applicant should contact the Sponsor Bank;
- c.) The following details (as applicable) should be quoted while making any queries –
 - i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Application.
 - ii. name and address of the Designated Intermediary, where the Application was submitted; or

- iii. Applications, ASBA Account number or the UPI ID (for RIIs who make the payment of Application Amount through the UPI mechanism) linked to the ASBA Account where the Application Amount was blocked in which the amount equivalent to the Application Amount was blocked.
- iv. For further details, Applicants may refer to the Prospectus and the Application Form.

B. INSTRUCTIONS FOR FILLING THE REVISION FORM

- a.) During the Offer Period, any Applicants (other than QIBs and NIIs, who can only revise their Application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b.) RII may revise / withdraw their Application till closure of the Offer period.
- c.) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- d.) The Applicant can make this revision any number of times during the Offer Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had made the original Application. It is clarified that RIIs whose original Application is made using the UPI mechanism, can make revision(s) to their Application using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Applicants are advised to retain copies of the blank Revision Form and the Application(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:

11. FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 1, 2 and 3 above under the heading “Instructions for Filling the Application Form”.

12. FIELDS 4 AND 5: APPLICATION OPTIONS REVISION ‘FROM’ AND ‘TO’

- a.) Apart from mentioning the revised number of shares in the Revision Form, the Applicants must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form. For example, if Applicant has applied for [●] equity shares in the Application Form and such applicant is changing number of shares applied for in the Revision Form, the applicant must fill the details of [●] equity shares, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- b.) In case of revision, applicants’ options should be provided by applicants in the same order as provided in the Application Form.
- c.) In case of revision of Applicants by Retail Individual Investors and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, Subsequent to revision, does not exceed ₹ 200,000. In case the Application Amount exceeds ₹ 200,000 due to revision of the Application or for any other reason, the Application may be considered, subject to eligibility, for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected. The Cut-off Price option is given only to the Retail Individual Investors and Retail Individual Shareholders indicating their agreement to apply for and purchase the Equity Shares at the Offer Price.
- d.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application will be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the RII does not either revise the Application or make additional payment and the Offer Price is higher than the price disclosed in the Prospectus, the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised application at Cut-off Price.
- e.) In case of a downward revision in the Price, RIIs who have applied at the Cut-off Price could either revise their application or the excess amount paid at the time of application may be unblocked in case of applicants.

13. PAYMENT DETAILS

- a.) All Applicants are required to make payment of the full Application Amount along with the Application Revision Form.
- b.) Applicant may Offer instructions to block the revised amount based on the revised Price in the ASBA Account of the UPI Linked Bank Account, to the same Designated Intermediary through whom such applicant had placed the original application to enable the relevant SCSB to block the additional Application Amount, if any.
- c.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application may be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the Applicant does not either revise the application or make additional payment and the Price is higher than Offer price disclosed in the Prospectus prior to the revision, the number of Equity Shares applied for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the applicant is deemed to have approved such revised application at the Cut-off Price.

- d.) In case of a downward revision in the Price, RIIs and Retail Individual Shareholders, who have applied at the Cut-off Price, could either revise their application or the excess amount paid at the time of application may be unblocked.

14. FIELD NUMBER 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 9 above under the heading “Instructions for Filling the Application Form” for this purpose.

APPLICANT’S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details or UPI ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant’s name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code, occupation (hereinafter referred to as ‘Demographic Details’) or UPI ID (in case of Retail Individual Investors). These Bank Account or UPI ID details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants’ sole risk and neither the Lead Manager nor the Registrar to the Offer or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Offer. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Offer.

OTHER INSTRUCTIONS

JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

MULTIPLE APPLICATIONS

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Offer to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application or Application through UPI Mechanism either in physical or electronic mode, an Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected.

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company and the Selling Shareholders, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Offer to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Offer/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company and the Selling Shareholders in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUNDS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and not firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Offer;
- Applications for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Offer Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations for “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Offer Closing Date;
- Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;
- Submission of Application Form(s) using third party ASBA Bank Account;
- Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third party bank account;
- The UPI Mandate is not approved by Retail Individual Investor; and
- The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and *vice versa*.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

1. Tripartite agreement dated February 22, 2024 between our Company, NSDL and the Registrar and Share Transfer Agent to the Offer.
 2. Tripartite agreement dated February 19, 2024 between our Company, CDSL and the Registrar and Share Transfer Agent to the Offer.
- a. The Company's shares bear an ISIN: INE0TM901013
 - a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
 - b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
 - c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
 - d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
 - e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
 - f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
 - g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
 - h) The trading of the Equity Shares of our Company would be only in dematerialized form.

COMMUNICATIONS

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Offer where the Application was submitted 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. at below mentioned addresses;

<p>Icon Tower Office No. 402 & 403, S. No. 114/5/1, 115/1/1, 114/6/3, 115/2, 4th Floor, Baner Gaon, Haveli, Pune – 411 045, Maharashtra, India. Telephone: +91 741 010 0252 Facsimile: NA E-mail: cs@Schnelldronetech.com</p>	<p>To the Registrar to the Offer MAS Services Limited T-34, 2nd Floor, Okhla Industrial Area, Phase-II New Delhi- 110 020, Delhi, India. Telephone: +91 112 638 7281/83, 114 132 0335 Facsimile: +91 112 638 7384 E-mail: ipo@masserv.com Website: www.masserv.com Investor grievance: investor@masserv.com Contact Person: N. C. Pal SEBI Registration No.: INR000000049</p>
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DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (three) working days of closure of the issue.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a) **‘Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b) **makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) **Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.**

Section 447 of the Companies Act, 2013, is reproduced as below:

Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.

BASIS OF ALLOTMENT

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted [●] equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.
6. Since present issue is a fixed price issue, the allocation in the net Offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
 - (a). minimum fifty per cent. to retail individual investors; and
 - (b). remaining to:
 - i) individual applicants other than retail individual investors; and
 - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

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

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

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “BASIS OF ALLOTMENT”.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Emerge Platform of NSE .

No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issue is 100% underwritten.

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 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 circulate the rejections list with BRLM/ 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 allottees 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 allottees, partial allottees and non- allottees, prepare the fund transfer letters and advise the SCSBs to debit or unblock the respective accounts.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the Emerge Platform of NSE – the Designated Stock Exchange in addition to 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, 2018.

UNDERTAKING BY OUR COMPANY

Our Company undertakes the following:

1. that the complaints received in respect of this Offer shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (three) working days of closure of the Offer;
3. that funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further Offer of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription etc.
6. that Company shall not have recourse to the Offer proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
7. Adequate arrangements shall be made to collect all Application forms.

UNDERTAKINGS BY THE SELLING SHAREHOLDERS

Only statements and undertakings which are specifically “confirmed” or “undertaken” by the Selling Shareholders in this Draft Prospectus shall be deemed to be “Statements and Undertakings made by the Selling Shareholders”. All other statements and/ or undertakings in this Draft Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholders. Each of the Selling Shareholders specifically confirms and undertakes the following in respect of themselves and the Equity Shares being offered by them pursuant to the Offer for Sale:

- 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.

- They shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of its 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;
- The portion of the Offered Shares have been held by the Selling Shareholders for a minimum period of one year prior to the date of filing the Draft Prospectus, such period determined in accordance with Regulation 26 (6) of the SEBI ICDR Regulations.
- It is the legal and beneficial owner and have full title of its portion of the Offered Shares.
- That it shall provide all reasonable co-operation as requested by our Company and the Lead Manager in relation to the completion of the Allotment and dispatch of the Allotment Advice, if required, and refund orders (as applicable) to the requisite extent of their Offered Shares.
- They 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 Exchange.
- They will deposit its Offered Shares in an escrow account opened with the Share Escrow Agent prior to filing of the Prospectus with the RoC.
- They 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;
- That they will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the 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 Selling Shareholders have 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 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 shall be disclosed and continue to be disclosed till any part of the Offer proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Offer, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer respectively;
- 5) Our Company shall not have recourse to utilize 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.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion (“**DPIIT**”)).

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Consolidated FDI Policy will be valid until the DPIIT issues an updated circular and shall be subject to FEMA Rules.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

The foreign investment in our Company is governed by inter alia the FEMA, as amended, the FEMA Rules, the FDI Policy issued and amended by way of press notes. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% 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 warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

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 Bids 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 Bidders. Our Company, the Selling Shareholders and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII - DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

We confirm that there are no material clauses of Article of Association that have been left out from disclosure having bearing on the Offer.

Article No.	Articles	Particulars
1.	Table F Applicable.	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.
CAPITAL		
2.	Authorized Capital.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.
3.	Increase of capital by the Company how carried into effect	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.
4.	New Capital same as existing capital	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
5.	Non-Voting Shares	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
6.	Redeemable Preference Shares	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.
7.	Voting rights of preference shares	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.
8.	Provisions to apply on issue of Redeemable Preference Shares	On the issue of redeemable preference shares under the provisions of Article hereof, the following provisions shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid;

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		<p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>
9.	Reduction of capital	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>
10.	Debentures	<p>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>
11.	Issue of Sweat Equity Shares	<p>The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.</p>
12.	ESOP	<p>The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.</p>
13.	Buy Back of shares	<p>Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.</p>
14.	Consolidation, Sub-Division And Cancellation	<p>Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any</p>

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		person and diminish the amount of its share capital by the amount of the shares so cancelled.
15.	Issue of Depository Receipts	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.
16.	Issue 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.
MODIFICATION OF CLASS RIGHTS		
17.	Modification of rights	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.
18.	New Issue of Shares not to affect rights attached to existing shares of that class.	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.
19.	Shares at the disposal of the Directors.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same 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 and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.
20.	Power to issue shares on preferential basis.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.
21.	Shares should be Numbered progressively and no share to be subdivided.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.
22.	Acceptance of Shares.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.
23.	Directors may allot shares as	Subject to the provisions of the Act and these Articles, the Directors may allot

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	full paid-up	and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.
24.	Deposit and call etc.to be a debt payable immediately.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.
25.	Liability of Members.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.
26.	Registration of Shares.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.
RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT		
27.		The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act.
CERTIFICATES		
3.	Share Certificates.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.

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		<p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>
4.	Issue of new certificates in place of those defaced, lost or destroyed.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf. The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>
5.	The first named joint holder deemed Sole holder.	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.</p>
	Maximum number of joint holders.	<p>(b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p>
6.	Company not bound to recognise any interest in share other than that of registered holders.	<p>Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.</p>
7.	Installment on shares to be duly paid.	<p>If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.</p>
UNDERWRITING AND BROKERAGE		
8.	Commission	<p>Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions</p>

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		(whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.
9.	Brokerage	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.
CALLS		
10.	Directors may make calls	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.
11.	Notice of Calls	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.
12.	Calls to date from resolution.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.
13.	Calls on uniform basis.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.
14.	Directors may extend time.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.
15.	Calls to carry interest.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.
16.	Sums deemed to be calls.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
17.	Proof on trial of suit for money due on shares.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call

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		was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
18.	Judgment, decree, partial payment motto proceed for forfeiture.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.
19.	Payments in Anticipation of calls may carry interest	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>
LIEN		
20.	Company to have Lien on shares.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.
21.	As to enforcing lien by sale.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.
22.	Application of proceeds of sale.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.

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FORFEITURE AND SURRENDER OF SHARES		
23.	If call or installment not paid, notice may be given.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.
24.	Terms of notice.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.
25.	On default of payment, shares to be forfeited.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.
26.	Notice of forfeiture to a Member	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.
27.	Forfeited shares to be property of the Company and may be sold etc.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.
28.	Members still liable to pay money owing at time of forfeiture and interest.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.
29.	Effect of forfeiture.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
30.	Evidence of Forfeiture.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.
31.	Title of purchaser and allottee of Forfeited shares.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share

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		is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.
32.	Cancellation of share certificate in respect of forfeited shares.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.
33.	Forfeiture may be remitted.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.
34.	Validity of sale	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
35.	Surrender of shares.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.
TRANSFER AND TRANSMISSION OF SHARES		
36.	Execution of the instrument of shares.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.
37.	Transfer Form.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;
38.	Transfer not to be registered except on production of instrument of transfer.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has

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		been transmitted by operation of law.
39.	Directors may refuse to register transfer.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;
40.	Notice of refusal to be given to transferor and transferee.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.
41.	No fee on transfer.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.
42.	Closure of Register of Members or debenture holder or other security holders.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.
43.	Custody of transfer Deeds.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.
44.	Application for transfer of partly paid shares.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
45.	Notice to transferee.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
46.	Recognition of legal representative.	(a) 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 person recognized by the Company as having any title to his interest in the shares. (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate (c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
47.	Titles of Shares of deceased Member	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a

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		deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.
48.	Notice of application when to be given	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.
49.	Registration of persons entitled to share otherwise than by transfer. (transmission clause).	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.
50.	Refusal to register nominee.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.
51.	Board may require evidence of transmission.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.
52.	Company not liable for disregard of a notice prohibiting registration of transfer.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.
53.	Form of transfer Outside India.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.

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54.	No transfer to insolvent etc.	No transfer shall be made to any minor, insolvent or person of unsound mind.
NOMINATION		
55.	Nomination	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>
56.	Transmission of Securities by nominee	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>
DEMATERIALIZATION OF SHARES		
57.	Dematerialisation of Securities	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.
JOINT HOLDER		
58.	Joint Holders	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.
59.	Joint and several liabilities for all payments in respect of shares.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
60.	Title of survivors.	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly

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		with any other person;
61.	Receipts of one sufficient.	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and
62.	Delivery of certificate and giving of notices to first named holders.	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.
SHARE WARRANTS		
63.	Power to issue share warrants	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.
64.	Deposit of share warrants	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.
65.	Privileges and disabilities of the holders of share warrant	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.
66.	Issue of new share warrant coupons	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.
CONVERSION OF SHARES INTO STOCK		
67.	Conversion of shares into stock or reconversion.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.
68.	Transfer of stock.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.
69.	Rights of stock holders.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
70.	Regulations.	Such of the regulations of the Company (other than those relating to share

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		warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.
BORROWING POWERS		
71.	Power to borrow.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.
72.	Issue of discount etc. or with special privileges.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
73.	Securing payment or repayment of Moneys borrowed.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.
74.	Bonds, Debentures etc. to be under the control of the Directors.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
75.	Mortgage of uncalled Capital.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.
76.	Indemnity may be given.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.
MEETINGS OF MEMBERS		
77.	Distinction between AGM & EGM.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.
78.	Extra-Ordinary General Meeting by Board and by requisition	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to

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		convene Extra-Ordinary General Meeting of the members
	When a Director or any two Members may call an Extra Ordinary General Meeting	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.
79.	Meeting not to transact business not mentioned in notice.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.
80.	Chairman of General Meeting	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Vice Chairman of the Company so shall take the chair and preside the meeting. In the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.
81.	Business confined to election of Chairman or Vice Chairman whilst chair is vacant.	No business, except the election of a Chairman or Vice Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.
82.	Chairman with consent may adjourn meeting.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) 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.
83.	Chairman's casting vote.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.
84.	In what case poll taken without adjournment.	Any poll duly demanded on the election of Chairman or Vice Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.
85.	Demand for poll not to prevent transaction of other business.	The demand for a poll except on the question of the election of the Chairman or Vice Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
VOTES OF MEMBERS		
86.	Members in arrears not to vote.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.
87.	Number of votes each member entitled.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of

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		every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.
88.	Casting of votes by a member entitled to more than one vote.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
89.	Vote of member of unsound mind and of minor	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.
90.	Postal Ballot	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.
91.	E-Voting	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
92.	Votes of joint members.	<p>a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>
93.	Votes may be given by proxy or by representative	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles
94.	Representation of a body corporate.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.
95.	Members paying money in advance.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.
	Members not prohibited if share not held for any specified period.	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.
96.	Votes in respect of shares of deceased or insolvent members.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the

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		directors shall have previously admitted his right to vote at such meeting in respect thereof.
97.	No votes by proxy on show of hands.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.
98.	Appointment of a Proxy.	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.
99.	Form of proxy.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
100.	Validity of votes given by proxy notwithstanding death of a member.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.
101.	Time for objections to votes.	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.
102.	Chairperson of the Meeting to be the judge of validity of any vote.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
DIRECTORS		
103.	Number of Directors	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution
104.	Qualification shares.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.
105.	Nominee Directors.	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by</p>

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		the Board. (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.
106.	Appointment of alternate Director.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.
107.	Additional Director	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.
108.	Directors power to fill casual vacancies.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, 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, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.
109.	Sitting Fees.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.
110.	Travelling expenses Incurred by Director on Company's business.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.
PROCEEDING OF THE BOARD OF DIRECTORS		
111.	Meetings of Directors.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
112.	Chairman and Vice Chairman	a) The Directors may from time to time elect from among their members a Chairperson of the Board as well as a Vice Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Vice Chairman shall preside at the meeting and in the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.
113.	Questions at Board meeting how decided.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman or the Vice Chairman, as the case may be will have a second or casting vote.
114.	Continuing directors may act notwithstanding any vacancy in the Board	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

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		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.
115.	Directors may appoint committee.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
116.	Committee Meetings how to be governed.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
117.	Chairperson of Committee Meetings	a) A committee may elect a Chairperson of its meetings. b) 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.
118.	Meetings of the Committee	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
119.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.
RETIREMENT AND ROTATION OF DIRECTORS		
120.	Power to fill casual vacancy	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.
POWERS OF THE BOARD		
121.	Powers of the Board	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
122.	Certain powers of the Board	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say
123.	To acquire any property , rights etc.	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in

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		any part of India.
124.	To take on Lease.	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.
125.	To erect & construct.	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.
126.	To pay for property.	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
127.	To insure properties of the Company.	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
128.	To open Bank accounts.	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.
129.	To secure contracts by way of mortgage.	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.
130.	To accept surrender of shares.	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.
131.	To appoint trustees for the Company.	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
132.	To conduct legal proceedings.	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.
133.	Bankruptcy & Insolvency	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.
134.	To issue receipts & give discharge.	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.
135.	To invest and deal with money	(13) Subject to the provisions of the Act, and these Articles to invest and deal

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	of the Company.	with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
136.	To give Security by way of indemnity.	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;
137.	To determine signing powers.	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.
138.	Commission or share in profits.	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.
139.	Bonus etc. to employees.	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.
140.	Transfer to Reserve Funds.	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.
141.	To appoint and remove officers and other employees.	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and

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		for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.
	To appoint Attorneys.	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.
142.	To enter into contracts.	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
143.	To make rules.	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.
144.	To effect contracts etc.	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.
145.	To apply & obtain concessions licenses etc.	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
146.	To pay commissions or interest.	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.
147.	To redeem preference shares.	(26) To redeem preference shares.
148.	To assist charitable or benevolent institutions.	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.
149.		(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.
150.		(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or

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		<p>contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p>
151.		<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>
MANAGING AND WHOLE-TIME DIRECTORS		
152.	Powers to appoint Managing/ Whole-time Directors.	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or</p>

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		whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.
153.	Remuneration of Managing or Whole-time Director.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.
154.	Powers and duties of Managing Director or Whole-time Director.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>
CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER		
155.	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer	<p>a) Subject to the provisions of the Act,—</p> <p>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;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief</p>

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		financial officer.
THE SEAL		
156.	The seal, its custody and use.	(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. (b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.
157.	Deeds how executed.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
DIVIDEND AND RESERVES		
158.	Division of profits.	(1) 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. (2) 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. (3) 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.
159.	The company in General Meeting may declare Dividends.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.
160.	Transfer to reserves	a) 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. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
161.	Interim Dividend.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
162.	Debts may be deducted.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
163.	Capital paid up in advance not to earn dividend.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.
164.	Dividends in proportion to amount paid-up.	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

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		providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.
165.	Retention of dividends until completion of transfer under Articles .	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.
166.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.
167.	Effect of transfer of shares.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.
168.	Dividend to joint holders.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.
169.	Dividends how remitted.	<p>a) 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.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
170.	Notice of dividend.	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.
171.	No interest on Dividends.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.
CAPITALIZATION		
172.	Capitalization.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize 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</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) 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; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>
173.	Fractional Certificates.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved</p>

Article No.	Articles	Particulars
		<p>to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(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 capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>
174.	Inspection of Minutes Books of General Meetings.	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>
175.	Inspection of Accounts	<p>a) 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.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>
FOREIGN REGISTER		
176.	Foreign Register.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.
DOCUMENTS AND SERVICE OF NOTICES		
177.	Signing of documents & notices to be served or given.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.
178.	Authentication of documents and proceedings.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.
WINDING UP		
179.		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,

Article No.	Articles	Particulars
		<p>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.</p> <p>(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.</p> <p>(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.</p>
INDEMNITY		
180.	Directors' and others right to indemnity.	<p>Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p>
181.	Not responsible for acts of others	<p>Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.</p>
SECURITY		
182.	Secrecy	<p>(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p>
183.	Access to property information etc.	<p>(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without</p>

Article No.	Articles	Particulars
		<p>the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.</p>

SECTION IX - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following 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 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 registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Prospectus until the Offer Closing Date and have also been uploaded on the website of our Company at www.schnelldronetech.com.

1. Material Contracts for the Offer

- (i) Offer Agreement dated March 9, 2024 entered into between our Company, the Selling Shareholders and the LM.
- (ii) Registrar Agreement dated March 9, 2024 entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer.
- (iii) Tripartite agreement dated February 22, 2024 between our Company, NSDL and the Registrar and Share Transfer Agent to the Offer.
- (iv) Tripartite agreement dated February 19, 2024 between our Company, CDSL and the Registrar and Share Transfer Agent to the Offer.
- (v) Banker to the Offer Agreement dated [●] among our Company, Lead Manager, the Selling Shareholders Banker to the Offer and the Registrar to the Offer.
- (vi) Share Escrow Agreement dated [●] among our Company, Lead Manager, the Selling Shareholders and the Share Escrow Agent.
- (vii) Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
- (viii) Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

2. Material Documents

- (i) Certificate of incorporation dated March 9, 2010 issued under the Companies Act, 1956 by the Registrar of Companies, Maharashtra at Pune.
- (ii) Fresh certificate of incorporation dated January 30, 2024 issued under the Companies Act, 2013 by the Registrar of Companies, Maharashtra at Pune, pursuant to change of name of our Company to '*Schnell Drone Technologies Private Limited*'.
- (iii) Fresh Certificate of Incorporation dated February 5, 2024 issued under the Companies Act, 2013 by Registrar of Companies, Maharashtra at Pune, consequent upon conversion of our Company from a private limited company to a public limited company.
- (iv) Resolution of the Board of Directors dated March 8, 2024 approving the Offer for Sale and of our Shareholders passed in the EGM held on March 9, 2024 approving the Fresh Issue.
- (v) Resolution of the Board of Directors of the Company dated September 27, 2024, taking on record and approving this Draft Prospectus.

- (vi) The examination reports dated August 14, 2024 of the Statutory Auditor, on our Company's Restated Financial Statements, included in this Draft Prospectus.
- (vii) Copies of the annual reports of our Company for the Fiscals 2024, 2023 and 2022.
- (viii) Statement of Tax Benefits dated August 16, 2024 from the Statutory Auditor included in this Draft Prospectus.
- (ix) Consent of the Promoter, Directors, Selling Shareholders, Share Escrow Agent, the LM, Legal Counsel, Registrar to the Offer, Market Maker Bankers to our Company, Bankers to the Offer, Company Secretary and Compliance Officer and Chief Financial Officer as referred to in their specific capacities.
- (x) Consent letter dated August 16, 2024 of the Statutory Auditor to include their names as experts in relation to their report dated August 14, 2024 on the Restated Financial Information and the Statement of Tax Benefits dated August 16, 2024 included in this Draft Prospectus.
- (xi) Certificate dated September 27, 2024 from the Statutory Auditor on key performance indicators.
- (xii) Due Diligence Certificate dated [●] issued the LM.
- (xiii) In principle listing approvals dated [●] issued by NSE.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

I hereby confirm that all statements and undertakings specifically made or confirmed by me in this Draft Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings including statements made by or relating to the Company or any other person(s) in this Draft Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Sd/-

Bhushan Sharad Khomane

Place: September 27, 2024

Date: Pune, Maharashtra

DECLARATION

I hereby confirm that all statements and undertakings specifically made or confirmed by me in this Draft Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings including statements made by or relating to the Company or any other person(s) in this Draft Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Sd/-

Satyawan Balwant Jadhav

Place: September 27, 2024

Date: Pune, Maharashtra

DECLARATION

I hereby confirm that all statements and undertakings specifically made or confirmed by me in this Draft Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings including statements made by or relating to the Company or any other person(s) in this Draft Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Sd/-

Sharmin Sahil Inamdar

Place: September 27, 2024

Date: Hyderabad, Telangana

DECLARATION

We 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 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. We further certify that all the statements and disclosures made in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Bhushan Sharad Khomane
(Managing Director)

Sd/-

Satyawan Balwant Jadhav
(Whole-time Director and Chief Technical Officer)

Sd/-

Sharmin Sahil Inamdar
(Whole-time Director)

Sd/-

Shailesh Shrinivas Rathi
(Non-Executive Director)

Sd/-

Pavan Joseph
(Independent Director)

Sd/-

Anjani Kumar Agarwal
(Independent Director)

SIGNED BY THE CFO AND CS OF OUR COMPANY

Sd/-

Sd/-

Saloni Umesh Munot
(Company Secretary & Compliance Officer)

Harsha Keshav Shegokar
(CFO)

Place: Pune, Maharashtra/ Hyderabad, Telangana

Date: September 27, 2024