



(Please scan this QR Code to view this Draft Red Herring Prospectus)

DRAFT RED HERRING PROSPECTUS

Dated: July 26, 2024

Please read Section 26 and Section 32 of the Companies Act, 2013

(This Draft Red Herring Prospectus will be

updated upon filing with the Registrar of Companies)

100% Book Built Issue



FLYWINGS SIMULATOR TRAINING CENTRE LIMITED

Corporate Identification Number: U80903HR2011PLC101229

| Registered Office | Contact Person | Email and Telephone | Website |
|--|---|---|-----------------|
| Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana, India, 122001. | Mr. Robbin Company Secretary and Compliance Officer | Email Id: info@fwstc.co.in Tel No: 01244957945 | www.fwstc.co.in |

PROMOTER OF THE COMPANY: MS. RUPAL SANJAY MANDAVIA

DETAILS OF THE ISSUE

| Type | Fresh Issue Size (In ₹ Lakhs) | OFS Size (In ₹ Lakhs) | Total Issue Size (In ₹ Lakhs) | Eligibility |
|-------------|--|--------------------------|----------------------------------|---|
| Fresh Issue | Upto 30,33,000* Equity Shares amounting up to ₹ [●] Lakhs. | Nil | [●] | THIS ISSUE 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 SHAREHOLDER AND THEIR AVERAGE COST OF ACQUISITION: NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

This being the first public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of Equity Shares is ₹10.00 each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price determined and justified by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares by way of the book-built process, in accordance with the SEBI ICDR Regulations, and as stated in chapter titled “Basis for Issue Price” on page 84 of this Draft Red Herring Prospectus, 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of our Company and the issue, including the risks involved. The Equity Shares in the issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page 31 of this Draft Red Herring Prospectus.


ISSUER’S ABSOLUTE RESPONSIBILITY

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


LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received “In-Principle” approval from the BSE Limited for using its name in the Issue document for the listing of the Equity Shares, pursuant to letter dated [●] letter no [●]. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).

BOOK RUNNING LEAD MANAGER TO THE ISSUE

| Name and Logo | Contact Person | Email & Telephone |
|--|--------------------|---|
|  GRETEX CORPORATE SERVICES LIMITED | Ms. Rishika Rander | Email: info@gretexgroup.com Tel No.: +91 96532 49863 |

REGISTRAR TO THE ISSUE

| Name and Logo | Contact Person | Email & Telephone |
|--|---------------------|--|
|  BIGSHARE SERVICES PRIVATE LIMITED | Mr. Babu Rapheal C. | Email: ipo@bigshareonline.com Tel: +91 22 6263 8200 |

ISSUE PROGRAMME

| ANCHOR INVESTOR BID / ISSUE PERIOD | [●] ⁽¹⁾ | ISSUE OPENS ON | [●] ⁽¹⁾ | ISSUE CLOSURES ON | [●] ^{(2)&(3)} |
|------------------------------------|--------------------|----------------|--------------------|-------------------|----------------------------|
|------------------------------------|--------------------|----------------|--------------------|-------------------|----------------------------|

*Assuming Full Subscription

- (1) The Company may in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR regulations. The Anchor Investor Bid/ Issue Period shall be 1 (one) Working Day prior to the Bid/Issue Opening Date.
- (2) Our Company may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs 1 (one) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
- (3) UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.



FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
Corporate Identification Number: U80903HR2011PLC101229

Our Company was originally incorporated on June 16, 2011 as a Private Limited Company in the name and style of "Flywings Simulator Training Centre Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra Mumbai. Subsequently, the registered office of the company was shifted from Mumbai to Haryana and a fresh Certificate of Incorporation was issued on February 09, 2022. Further, pursuant to a special resolution of our Shareholders passed in the Extra Ordinary General Meeting held on March 04, 2024, our Company was converted from a Private Limited Company to Public Limited Company and the name of our Company was changed to "Flywings Simulator Training Centre Limited" and a fresh Certificate of Incorporation consequent to conversion was issued on May 28, 2024 by the Registrar of Companies, Central Processing Centre bearing Corporate Identification Number U80903HR2011PLC101229. For details in relation to the incorporation, Change in Registered Office and other details, please refer to the chapter titled "Our History and Certain Other Corporate Matters" beginning on page 133 of this Draft Red Herring Prospectus.

Registered Office: Ground Floor, Killa No. 13, Begampur, Khatula, Sector 35, Sadar Bazar, Gurgaon, Haryana, India- 122001

Contact Person: Mr. Robbin, Company Secretary and Compliance officer

Email Id: info@fwstc.co.in; **Tel No:** 01244957945; **Website:** www.fwstc.co.in

OUR PROMOTER: MS. RUPAL SANJAY MANDAVIA

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO **30,33,000*** EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH ("EQUITY SHARES") OF FLYWINGS SIMULATOR TRAINING CENTRE LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"). THE ISSUE INCLUDES A RESERVATION OF UPTO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF UPTO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE "NET ISSUE"). THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND [●] EDITION OF [●], (HINDI BEING THE REGIONAL LANGUAGE OF GURGAON, HARYANA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF BSE LIMITED FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least 3 (three) additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 (Ten) Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of 3 (three) Working Days, subject to the Bid/Issue Period not exceeding 10 (Ten) Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the Corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI mechanism, as the case may be, to the extent of respective Bid Amounts, Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 216 of this Draft Red Herring Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 216 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of Equity Shares is ₹10.00 each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price determined and justified by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares by way of the Book Building process, in accordance with the SEBI ICDR Regulations, and as stated in chapter titled "Basis for Issue Price" on page 84 of this Draft Red Herring Prospectus, 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 31 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares Issued through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited.

BOOK RUNNING LEAD MANAGER TO THE ISSUE


GRETEX CORPORATE SERVICES LIMITED
A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai-400013, Maharashtra, India.
Contact No.: +91 96532 49863
Email Id: info@gretexgroup.com
Website: www.gretexcorporate.com
Contact Person: Ms. Rishika Rander
SEBI Registration No: INM000012177
CIN: L74999MH2008PLC288128

REGISTRAR TO THE ISSUE


BIGHSHARE SERVICES PRIVATE LIMITED
Pinnacle Business Park Off No S6-2, 6th Floor Mahakali Caves Road, Chakala, MIDC, Mumbai - 400093, Maharashtra, India.
Tel No.: +91 22 6263 8200
Fax No.: +91 22 6263 8299
E-mail: ipo@bigshareonline.com
Investor Grievance E-mail: investor@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Mr. Babu Rapheal C.
SEBI Registration No.: INR000001385
CIN: U99999MH1994PTC076534

ISSUE PROGRAMME

| ANCHOR INVESTOR BID/ ISSUE PERIOD | [●] ⁽¹⁾ | ISSUE OPENS ON | [●] ⁽¹⁾ | ISSUE CLOSING ON | [●] ^{(2) & (3)} |
|-----------------------------------|--------------------|----------------|--------------------|------------------|------------------------------|
|-----------------------------------|--------------------|----------------|--------------------|------------------|------------------------------|

* Assuming Full Subscription

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

(2) Our Company may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs 1 (one) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

(3) UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

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

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI (ICDR) Regulations, the SCRA, the Listing Regulations, the Depositories Act or the Rules and Regulations made thereunder.

Notwithstanding the foregoing, terms used in of the sections “Statement of Possible Tax Benefits”, “Financial Statements as Restated”, “Main Provisions of Articles of Association”, “Basis for Issue Price”, “Our History and Certain Corporate Matters”, “Other Regulatory and Statutory Disclosures” and “Outstanding Litigations and Material Developments” on pages 84, 168, 250, 84, 133, 191 and 186 respectively, shall have the meaning ascribed to such terms in the relevant section.

SPECIFIC COMPANY RELATED TERMS

| Term | Description |
|--|---|
| “Flywings Simulator Training Centre Limited”, “Flywings Simulator Training”, “FWSTCL”, “Flywings”, “We” or “us” or “Our Company” or “the Issuer” | Unless the context otherwise indicates or implies, refers to, Flywings Simulator Training Centre Limited, a Public Limited Company incorporated under the Companies Act, 1956 and having its Registered Office at Ground Floor, Killa No. 13, Begampur, Khatula, Sector 35, Gurgaon, Sadar Bazar, Haryana, India- 122001. |
| Promoter(s) / Core Promoter | The promoter of our Company being Ms. Rupal Sanjay Mandavia for further details, please refer to chapter titled “ Our Promoter and Promoter Group ” on page 137 of this Draft Red Herring Prospectus. |
| Promoter Group | Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “ Our Promoter and Promoter Group ” on page 137 of this Draft Red Herring Prospectus. |

ISSUE RELATED TERMS

| Term | Description |
|--|---|
| Abridged Prospectus | Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form. |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form. |
| Allocation / Allocation of Equity Shares | Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue. |
| Allot / Allotment / Allotted | Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants. |
| Allotment Advice | A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange |
| Allottee(s) | A successful Applicant(s) to whom the Equity Shares are being / have been allotted. |
| Anchor Investor(s) | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200.00 Lakhs. |
| Anchor Investor Allocation Price | The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period. |

| Term | Description |
|--|--|
| Anchor Investor Application Form | The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus. |
| Anchor Investor Bid/ Issue Period | 1 (One) Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed. |
| Anchor Investor Issue Price | The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager. |
| Anchor Investor Portion | Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. |
| Applicant / Investor | Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form. |
| Application | An indication to make an application during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations. |
| Application Form | The Form in terms of which the applicant shall apply for the Equity Shares of the Company. |
| 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 and will include amounts blocked by RIIs using the UPI mechanism. |
| ASBA Account | A bank account maintained with an SCSB and specified in the Application Form submitted by the Applicants or the account of the RII Applicants blocked upon acceptance of UPI Mandate Request by RIIs using the UPI mechanism, to the extent of the Application Amount specified by the Applicant. |
| ASBA Applicant(s) | Any prospective investors in the Issue who intend to submit the Application through the ASBA process. |
| ASBA Application / Application | An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus. |
| Bankers to the Company | Such banks which are disclosed as Bankers to our Company in the chapter titled “ General Information ” on page no. 55 of this Draft Red Herring Prospectus. |
| Bankers to the Issue / Refund Banker | The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being [●]. |
| Bankers to the Issue Agreement | Bank which is a clearing member and registered with SEBI as Banker to the Issue and with whom the Public Issue Account will be opened, in this case being [●]. |
| Basis of Allotment | The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in “ Issue Procedure ” on page 216 of this Draft Red Herring Prospectus. |
| Bid | An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly. |
| Bid Amount | The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue. |
| Bid/ Issue Closing Date | Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and [●] Edition of Regional newspaper of |

| Term | Description |
|---|--|
| | Gurgaon, Haryana where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Opening Date | Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and [●] Edition of Regional newspaper of Gurgaon, Haryana where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Period | Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of 3 (three) Working Days for all categories of Bidders. |
| Bidder/ Applicant | Any prospective investor who makes a bid pursuant to the terms of this Draft Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor. |
| Bidding | The process of making a Bid. |
| Book Building Process/ Book Building Method | Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made. |
| BRLM / Book Running Lead Manager | Book Running Lead Manager to the Issue in this case being Gretex Corporate Services Limited, SEBI Registered Category-I Merchant Banker. |
| Bidding/ Collection Centers | Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs. |
| Broker Centers | Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the name and contact details of the Registered Brokers, are available on the website of Stock Exchanges (www.bseindia.com and www.bseindia.com) and are updated from time to time. |
| BSE SME | SME Platform of BSE Limited |
| Business Day | Monday to Friday (except public holidays) |
| CAN / Confirmation of Allocation Note | Confirmation of Allocation Note / the note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange. |
| Cap Price | The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted. |
| Circular's on Streamlining of Public Issues | Circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 amended by circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and any subsequent circulars issued by SEBI in this regard. |
| Client ID | Client identification number of the Applicant's beneficiary account. |
| Collecting Depository Participant or CDP | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI. |
| Collecting Registrar and Share Transfer Agent | Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI. |
| Controlling Branches / Controlling Branches of the SCSBs. | Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Applicants with the Registrar to the Issue and Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time. |

| Term | Description |
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| Cut Off Price | The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the Book Running Lead Manager. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price. |
| Demographic Details | The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details and UPI ID wherever applicable. |
| Depository / Depositories | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). |
| Depository Participant / DP | A depository participant as defined under the Depositories Act, 1996. |
| Designated CDP Locations | Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange (www.bseindia.com) |
| Designated Date | The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue 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 Issue Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue. |
| Designated Intermediaries / Collecting Agent | <p>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.</p> <p>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.</p> <p>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.</p> |
| Designated Market Maker / Market Maker | In our case, Gretex Share Broking Limited having its registered office at A-401, Floor 4 th , Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls Dadar (W) Delisle Road, Mumbai 400013, Maharashtra India. |
| Designated RTA Locations | Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange (www.bseindia.com and www.nseindia.com) and are updated from time to time |
| Designated SCSB Branches | Such branches of the SCSBs which shall collect the Application Forms, 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. |
| Designated Stock Exchange / Stock Exchange | BSE Limited |
| Draft Red Herring Prospectus | This Draft Red Herring Prospectus dated July 26, 2024 filed with the SME Platform of BSE Limited in accordance with the SEBI ICDR Regulations. |
| DP | Depository Participant |
| DP ID | Depository Participant's Identity number |
| Eligible FPIs | FPIs that are eligible to participate in this issue in terms of applicable laws, other than individuals, corporate bodies and family offices. |
| Eligible NRI | NRI eligible to invest under the FEMA Regulations, from jurisdictions outside India where it is not unlawful to make an application or invitation to participate in the Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to subscribe for Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants. |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an |

| Term | Description |
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| | invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants. |
| Electronic Transfer of Funds | Refunds through ECS, NEFT, Direct Credit, or RTGS as applicable |
| Equity Shares | Equity Shares of our company of face value ₹ 10.00 each |
| Equity Listing Agreement | 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 Issue pursuant to Escrow and Sponsor Bank Agreement. |
| Escrow and Sponsor Bank Agreement | Agreement dated [●] entered amongst the Company, Book Running Lead Manager, the Registrar, the Banker to the Issue and Sponsor bank to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account. |
| FII / Foreign Institutional Investors | Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India. |
| First / Sole Applicant | Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names. |
| Fresh Issue | Fresh Issue of upto 30,33,000* Equity Shares of face value ₹ 10.00 each of Flywings Simulator Training Centre Limited For cash at a price of ₹ [●] per Equity Shares (including premium of ₹ [●] per Equity Shares) aggregating ₹ [●] Lakhs, by our Company. * Assuming Full Subscription |
| Floor Price | The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalized and below which no Bids will be accepted. |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000. |
| FPI/ Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended. |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018. |
| General Corporate Purposes | Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document. |
| General Information Document | The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) page October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. |
| Gross Proceeds | The Issue proceeds from the Fresh Issue. |
| Internal Complaints Committee | The Internal Complaints Committee of our Board constituted in accordance with the Companies Act, 2013 as described in chapter titled “ <i>Our Management</i> ” beginning on page 137 of this Draft Red Herring Prospectus. |
| Issue / Public Issue / Issue size / Initial Public Offer / Initial | Public Issue of upto 30,33,000* Equity Shares of face value ₹10.00 each of Flywings Simulator Training Centre Limited for cash at a price of ₹ [●] per Equity Shares |

| Term | Description |
|---|--|
| Public Offering / IPO / Present Issue | (including premium of per ₹ [●] Equity Shares) aggregating ₹ [●] Lakh by our Company. <i>* Assuming Full Subscription</i> |
| Issue Agreement | The agreement dated June 11, 2024, entered between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue. |
| Issue Closing Date | The date on which the Issue closes for subscription. |
| Issue Opening Date | The date on which the Issue opens for subscription. |
| Issue Period | The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which prospective bidders can submit their applications, including any revisions thereof |
| Issue Price | The Final Price at which Equity Shares will be allotted to ASBA Bidders in terms of the Red Herring Prospectus. The Equity Shares will be allotted to Anchor Investors at Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company in consultation with the Book Running Lead Manager on the pricing date in accordance with the Book Building Process and the Red Herring Prospectus. |
| Issue Proceeds | The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 77 of this Draft Red Herring Prospectus |
| Listing Agreement | Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the Stock Exchange. |
| 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 Making Agreement | Market Making Agreement dated June 11, 2024, between our Company, the Book Running Lead Manager and Market Maker. |
| Market Maker Reservation Portion | [●] Equity Shares of ₹10.00 each at ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakh reserved for subscription by the Market Maker. |
| Mobile App(s) | The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlid=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. |
| Minimum Promoters' Contribution | Aggregate of 20% of the fully diluted Post- Issue Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoters of 20% and locked-in for a period of three years from the date of Allotment. |
| Mutual Fund | A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended. |
| Mutual Fund Portion | 5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price |
| National Payments Corporation of India (NPCI) | NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA). |
| National Investment Fund / NIF | National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India. |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of upto [●] Equity Shares of face value of ₹ 10.00 each fully paid up for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating ₹ [●] Lakh by our Company. |
| Net Proceeds | Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the Issue expenses. |
| Net QIB Portion | The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors. |
| Non-Institutional Investors / NIIs | All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors who have made Application for Equity Shares for an amount of more than ₹ 2.00 Lakh (but not including NRIs other than Eligible NRIs). |
| Non-Resident | A person resident outside India, as defined under FEMA Regulations |
| Non-Resident Indian / NRI | A person resident outside India, who is a citizen of India, or a Person of Indian Origin as defined under FEMA Regulations, as amended |

| Term | Description |
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| Issue Proceeds | The proceeds of the Issue, which shall be available to our Company. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” on page 77 of this Draft Red Herring Prospectus. |
| Issue Period | The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which prospective bidders can submit their applications, including any revisions thereof |
| Issue Opening Date | The date on which Issue opens for Subscription being [●] |
| Issue Closing Date | The date on which Issue closes for subscription being [●] |
| Other Investor | Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| OCB / Overseas Corporate Body | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue |
| Pay-in-Period | The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date. |
| Payment through electronic transfer of funds | Payment through NECS, NEFT or Direct Credit, as applicable. |
| Person or Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and / or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Price Band | Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the Book Running Lead Manager and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least 2 (two) working days prior to the Bid/ Issue Opening Date. |
| Pricing Date | The date on which our Company in consultation with the Book Running Lead Manager, will finalize the Issue Price. |
| Prospectus | The Prospectus to be filed with the Registrar of Companies in accordance with the provisions of Section 26 and Section 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information. |
| Public Issue Account | The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date. |
| QIB Category/ QIB Portion | The portion of the Net Issue (including the Anchor Investor Portion) being [●] not more than 50% of the Net Issue, consisting of [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the Book Running Lead Manager), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors). |
| Qualified Institutional Buyers or QIBs | A Qualified Institutional Buyer as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations, 2018. |
| Red Herring Prospectus / RHP | The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the Registrar of Companies at least 3 (three) Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the Registrar of Companies after the Pricing Date. |
| Refund Bank/ Refund Banker | Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [●]. |

| Term | Description |
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| Refund Account | The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made. |
| Registered Brokers | Stockbrokers registered with the stock exchanges having nationwide terminals. |
| Registrar Agreement | The Agreement between the Registrar to the Issue and the Issuer Company dated June 11, 2024 in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue. |
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI |
| Registrar to the Issue | Registrar to the Issue being Bigshare Services Private Limited |
| Retail Individual Investors / RIIs | Applicants (including HUFs, in the name of Karta and Eligible NRIs does not include NRIs other than Eligible NRIs) whose Application Amount for Equity Shares in the Issue is not more than ₹ 2.00 Lakh. |
| 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 Applicants and Non-Institutional Applicants are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date. |
| Securities laws | Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder, and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board. |
| Specified Locations | Collection centers where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time. |
| Specified Securities | Equity shares offered through this Draft Red Herring Prospectus. |
| Sub Syndicate Member | A SEBI Registered member of BSE Limited appointed by the Book Running Lead Manager and/ or syndicate member to act as a Sub Syndicate Member in the Issue. |
| Syndicate | Includes the Book Running Lead Manager, Syndicate Members and Sub Syndicate Members |
| Syndicate Agreement | The agreement dated [●] entered amongst our Company, the Book Running Lead Manager and the Syndicate Members, in relation to the collection of Bids in this Issue. |
| Syndicate ASBA Bidding Locations | Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi. |
| Syndicate Members/ Members of the Syndicate | Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●]. |
| Systemically Important Nonbanking Financial Company | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations. |
| Transaction Registration Slip/ TRS | The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application. |
| SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI (Venture Capital) Regulations | Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time. |
| Sponsor Bank | The Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI, the Sponsor Bank in this case being [●]. |
| Underwriter | Gretex Corporate Services Limited and Gretex Share Broking Limited. |
| Underwriting Agreement | The agreement dated June 11, 2024, entered between the Underwriters, our Company and the Book Running Lead Manager. |
| UPI Circulars | SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. |

| Term | Description |
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| | SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022.and any subsequent circulars or notifications issued by SEBI in this regard. |
| UPI | Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c. |
| UPI ID | ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI) |
| UPI ID Linked bank account | Account of the RIIs, Applicant in the Issue using the UPI mechanism, which will be blocked upon acceptance of UPI Mandate request by RIIs to the extent of the appropriate Application Amount and subsequent debit of funds in case of Allotment |
| UPI Investors | Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion and (ii) Non-Institutional Applicant with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and application under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agent. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an Issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity) |
| UPI Mandate Request | A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. |
| UPI mechanism | The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019. |
| UPI PIN | Password to authenticate UPI transaction. |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended. |
| Venture Capital Fund/ VCF | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India |
| Working Days | All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid / Issue Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid / Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI. |

ISSUER RELATED TERMS

| Term | Description |
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| AOA / Articles / Articles of Association | Unless the context otherwise requires, refers to the Articles of Association of Flywings Simulator Training Centre Limited as amended from time to time. |
| Audit Committee | Audit Committee of our Company constituted in accordance Section 177 of the Companies Act, 2013 and as described in the chapter titled “ Our Management ” beginning on page 137 of this Draft Red Herring Prospectus. |
| Auditor of our Company / Statutory Auditor | The Statutory Auditors of our Company, being M/s Shah Kailash & Associates LLP , Chartered Accountants (Firm Registration No. as 109647W) holding a valid peer review certificate as mentioned in the section titled “ General Information ” beginning on page 55 of this Draft Red Herring Prospectus. |
| Banker to our Company | HDFC Bank Limited as disclosed in the section titled “ General Information ” beginning on page 55 of this Draft Red Herring Prospectus. |
| Board / Board of Directors / Our Board | The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our directors, please refer to chapter titled “ Our Management ” beginning on page 137 of this Draft Red Herring Prospectus. |
| CIN / Corporate Identification Number | U80903HR2011PLC101229 |
| Chief Financial Officer / CFO | The Chief Financial Officer of our Company as mentioned in the chapter titled “ General Information ” beginning on page 55 of this Draft Red Herring Prospectus. |
| Company Secretary & Compliance Officer | The Company Secretary and Compliance Officer of our Company as mentioned in the chapter titled “ General Information ” beginning on page 55 of this Draft Red Herring Prospectus. |
| Director(s) / our directors | Director(s) of our company unless otherwise specified |
| Depositories Act | The Depositories Act, 1996, as amended from time to time |
| Depositories | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). |
| Equity Shares / Shares | The equity shares of our Company of face value of ₹10.00 each unless otherwise specified in the context thereof. |
| Equity Shareholders / Shareholders | Persons / Entities holding Equity Shares of the Company |
| Executive Directors | An Executive Director of our Company, as appointed from time to time. For details, see section titled “ Our Management ” on page 137 of this Draft Red Herring Prospectus. |
| Financial Statements as Restated | The financial information of the Company which comprises of the Restated Statement of Assets and Liabilities for the Financial Year ended on March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss and the Restated Cash Flow Statement for the Financial Year ended on March 31, 2024, March 31, 2023 and March 31, 2022, and the related notes, schedules and annexures thereto included in this Draft Red Herring Prospectus, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations. |
| Fugitive economic offender | Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018) |
| Group Companies / Entities | Such companies / entities as covered under the applicable accounting standards and such other companies as considered material by the Board. For details of our Group Companies / entities, please refer “ Our Group Companies ” on page 163 of this Draft Red Herring Prospectus. |
| HNI | High Networth Individual |
| HUF | Hindu Undivided Family |
| IBC | The Insolvency and Bankruptcy Code, 2016 |
| Indian GAAP | Generally Accepted Accounting Principles in India. |
| Independent Directors | Independent directors on the Board, and eligible to be appointed as an independent director under the Section 2(47) of the Companies Act, 2013 and under SEBI Listing Regulations. For details of the Independent Directors, please refer chapter titled “ Our Management ” beginning on page 137 of this Draft Red Herring Prospectus. |
| ISIN | International Securities Identification Number, being INE0SQZ01015 |
| IT Act | The Income Tax Act, 1961 as amended till date. |

| Term | Description |
|---|--|
| JV/ Joint Venture | A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities. |
| Key Management Personnel / KMP | Key Managerial Personnel of our Company in terms of the Companies Act, 2013 and Regulation 2(1) (bb) of the SEBI (ICDR) Regulations 2018 and Section 2(51) of the Companies Act, 2013. For details, see section entitled “ Our Management ” beginning on page 137 of this Draft Red Herring Prospectus. |
| Key Performance Indicators / KPI | Key factors that determine the performance of our Company |
| LLP | Limited Liability Partnership incorporated under Limited Liability Partnership Act, 2008. |
| CMD or Managing Director | Managing Director and Chairman of our Company is Ms. Rupal Sanjay Mandavia |
| Materiality Policy | The policy on identification of Group Companies, Material Creditors and Material Litigation, adopted by our Board on June 10, 2024, in accordance with the requirements of the SEBI (ICDR) Regulations. |
| MoA / Memorandum of Association | The Memorandum of Association of our Company, as amended from time to time |
| Non-Executive Director | The non-executive directors (other than the Independent Directors) of our Company in terms of the Companies Act, and the rules thereunder. For details, see section titled “ Our Management ” on page 137 of this Draft Red Herring Prospectus. |
| NRIs/ Non-Resident Indians | A person resident outside India, as defined under Foreign Exchange Management Act 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. |
| Nomination & Remuneration Committee | The Nomination and Remuneration Committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013, as disclosed in the chapter titled “ Our Management ” beginning on page 137 of this Draft Red Herring Prospectus. |
| Peer Reviewed Auditor | The Peer Review Auditor of our Company, being M/s Jay Gupta & Associates Chartered Accountants (Firm Registration No. as 329001E) holding a valid peer review certificate. |
| Promoter(s) | Promoter of our Company is Ms. Rupal Sanjay Mandavia. For further details, please refer to section titled “ Our Promoter & Promoter Group ” on page 137 of this Draft Red Herring Prospectus. |
| Promoter Group | The entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see “ Our Promoter and Promoter Group ” on page 137 of this Draft Red Herring Prospectus. |
| Person / Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires |
| Registered Office | Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana, India, 122001 |
| RoC / Registrar of Companies | Registrar of Companies, Haryana situated at 4 th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019 |
| Senior Management Personnel/ SMP | Senior management of our Company in terms of the SEBI ICDR Regulations. For details, see “ Our Management ” on page 137 of this Draft Red Herring Prospectus. |
| Stakeholders’ Relationship Committee | The Stakeholder’s Relationship Committee of our Company constituted in accordance with Section 178 of Companies Act, 2013 and as described under the chapter titled “ Our Management ” beginning on page 137 of this Draft Red Herring Prospectus. |
| Stock Exchange | Unless the context requires otherwise, refers to, the SME Platform of BSE Limited |
| Shareholders | Shareholders of our Company from time to time |
| Wilful Defaulter or Fraudulent Borrower | A wilful defaulter or a fraudulent borrower as defined in Regulation 2(1) (III) of the SEBI ICDR Regulations. |
| You or Your or Yours | Prospective Investors in this Issue. |

CONVENTIONAL AND GENERAL TERMS

| Term | Description |
|--|---|
| AIF(s) | Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations |
| Air Act | The Air (Prevention and Control of Pollution) Act, 1981 |
| ASBA | Applications Supported by Blocked Amount |
| Authorized Dealers | Authorized Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000 |
| Category I Foreign Portfolio Investor(s) | FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations. |
| Category II Foreign Portfolio Investor(s) | An FPI registered as a Category II Foreign Portfolio Investor under the SEBI FPI Regulations |
| Category III Foreign Portfolio Investor(s) | FPIs registered as category III FPIs under the SEBI FPI Regulations, which 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. |
| CAN | Confirmation of Allocation Note |
| CDSL | Central Depository Services (India) Limited |
| CGST | Central GST |
| COPRA | The Consumer Protection Act, 1986 |
| Companies Act, 1956 | Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) |
| Companies Act, 2013 | Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder |
| Consolidated FDI Policy | The current 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 |
| Contract Act | The Indian Contract Act, 1872 |
| CSR | Corporate Social Responsibility |
| Depositories Act | The Depositories Act, 1996 |
| Depository | A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 |
| DIN | Director Identification Number |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI |
| DP | Depository Participant |
| DP ID | Depository Participant's identity number |
| DPIIT | Department for Promotion of Industry and Internal Trade |
| DTC | Direct Tax Code, 2013 |
| EBITDA | Earnings Before Interest, Tax, Depreciation and Amortization |
| EBITDA | EBITDA divided by Revenue from Operations |
| ECS | Electronic Clearing System |
| EGM | Extraordinary General Meeting |
| Electricity Act | The Electricity Act, 2003 |
| Environment Protection Act | The Environment (Protection) Act, 1986 |
| EPA | The Environment Protection Act, 1986 |
| EPF Act | The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 |
| EPS | Earnings per share |
| e-RUPI | Prime Minister Narendra Modi launched a contactless, prepaid, electronic prepaid system |
| ER Act | The Equal Remuneration Act, 1976 |
| ESI Act | The 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 there under |
| FEMA 2000 | The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 |

| Term | Description |
|------------------------------------|--|
| FII(s) | Foreign Institutional Investors as defined under SEBI FPI Regulations |
| Financial Year / Fiscal Year / FY | The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that calendar year |
| FIPB | Foreign Investment Promotion Board |
| Foreign Portfolio Investor or FPIs | A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India. |
| FVCI | Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI |
| GAAP | Generally Accepted Accounting Principles |
| GIR Number | General Index Registry Number |
| GoI / Government | Government of India |
| Gratuity Act | The Payment of Gratuity Act, 1972 |
| GST Act | The Central Goods and Services Tax Act, 2017 |
| Hazardous Wastes Rules | Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008 |
| ICAI | The Institute of Chartered Accountants of India |
| ICSI | The Institute of Company Secretaries of India |
| ID Act | The Industrial Disputes Act, 1947 |
| IDRA | The Industrial (Development and Regulation) Act, 1951 |
| IE Act | The Indian Easements Act, 1882 |
| IEM | Industrial Entrepreneurs Memorandum |
| IFRS | International Financial Reporting Standards |
| IFSC | Indian Financial System Code |
| IGST | Integrated GST |
| IT Act | Income Tax Act, 1961 |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| INR or Rupee or ₹ or Rs. | Indian Rupee, the official currency of the Republic of India |
| Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended. |
| IPO | Initial Public Offering |
| ISIN | International Securities Identification Number |
| KMP | Key Managerial Personnel |
| Ltd. | Limited |
| Maternity Benefit Act | Maternity Benefit Act, 1961 |
| M. A | Master of Arts |
| M.B.A | Master of Business Administration |
| M.B.B.S. | Bachelor of Medicine & Bachelor of Surgery |
| MCA | The Ministry of Corporate Affairs, GoI |
| M.Com | Master of Commerce |
| MCI | Ministry of Commerce and Industry, GoI |
| Mill & Fill | Removing the existing surface layer with a milling machine and then transporting the material to a storage facility |
| MSME | Micro, Small and Medium Enterprise |
| MSMED Act | The Micro, Small and Medium Enterprises Development Act, 2006 |
| MWA | Minimum Wages Act, 1948 |
| MoEF | Ministry of Environment and Forests |
| MoF | Ministry of Finance, Government of India |
| MOU | Memorandum of Understanding |
| Mutual Funds | Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| Networth | The aggregate value of the paid-up share capital and reserves and surplus of the company less deferred tax assets |
| NI Act | The Negotiable Instruments Act, 1881 |
| Noise Regulation Rules | The Noise Pollution (Regulation & Control) Rules 2000 |
| Notified Sections | The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect |
| NPV | Net Present Value |
| NR / Non-resident | A person resident outside India, as defined under the FEMA and includes a Non-resident Indian |

| Term | Description |
|--------------------------------|---|
| NRE Account | Non-Resident External Account established and operated in accordance with the FEMA |
| NRIs | Non-Resident Indians |
| NRO Account | Non-Resident Ordinary Account established and operated in accordance with the FEMA |
| NSDL | National Securities Depository Limited |
| OCB | Overseas Corporate Bodies |
| Pcs | Pieces |
| P/E Ratio | Price / Earnings Ratio |
| PAN | Permanent account number |
| PAT | Profit after Tax |
| PAT Margin | PAT for the period/year divided by revenue from operations |
| PIL | Public Interest Litigation |
| POB Act | Payment of Bonus Act, 1965 |
| PRICE-ICE | People Research on India's Consumer Economy-India's Citizen Environment |
| PPP | Public Private Partnership |
| Public Liability Act / PLI Act | The Public Liability Insurance Act, 1991 |
| Pvt. / (P) | Private |
| PWD | Public Works Department of state governments |
| QFI(s) | Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations |
| QIC | Quarterly Income Certificate |
| RBI | The Reserve Bank of India |
| R&D | Research & Development |
| Registration Act | The Indian Registration Act, 1908 |
| RoC or Registrar of Companies | The Registrar of Companies |
| ROCE | Return on Capital Employed |
| ROE | Return on Equity |
| RONW | Return on Networth |
| RTGS | Real Time Gross Settlement |
| Rule 144A | Rule 144A under the U.S. Securities Act, 1933 |
| SCRA | Securities Contracts (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to time. |
| SEBI | The Securities and Exchange Board of India constituted under the SEBI Act |
| SEBI (ICDR) Regulations | The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including instructions and clarifications issued by SEBI from time to time |
| SEBI (LODR) Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time |
| SEBI Act | The Securities and Exchange Board of India Act, 1992 |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012 |
| 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 |
| Sec. | Section |
| SGST | State GST |
| SHWW / SHWW Act | The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 |
| SICA | Sick Industrial Companies (Special Provisions) Act, 1985 |
| SID | Skill India Digital |
| SME | Small and Medium Enterprise |
| STT | Securities Transaction Tax |
| SEBI Takeover Regulations | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time. |
| TAN | Tax Deduction Account Number |
| TM Act | The Trademarks Act, 1999 |
| U.S. GAAP | Generally Accepted Accounting Principles in the United States of America |
| U.S. Securities Act | The United States Securities Act, 1933 |

| Term | Description |
|---------------------------|---|
| US\$ or USD or US Dollars | United States Dollar, the official currency of the United States of America |
| USA or U.S. or US | United States of America |
| VAT | Value Added Tax |
| Wages Act | Payment of Wages Act, 1936 |
| Water Act | The Water (Prevention and Control of Pollution) Act, 1974 |
| WCA | The Workmen's Compensation Act, 1923 |
| Wilful Defaulter | A wilful defaulter, as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations, means a person or an issuer who or which is categorized as a wilful defaulter 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 the Reserve Bank of India |

TECHNICAL / INDUSTRY RELATED TERMS

| Term | Full Form |
|-------|---|
| CAGR | Compounded Annual Growth Rate |
| CAR | Civil Aviation Requirement |
| CC | Commencement Certificate |
| CEET | Cabin Emergency Evacuation Trainer |
| CISF | Central Industrial Security Force |
| CPI | Consumer Price Index |
| CSI | Chief Safety Inspector |
| CTD | Common Technical Document |
| DGCA | Directorate General of Civil Aviation |
| DIPP | Department of Industrial Policy and Promotion |
| FIEO | Federation of Indian Export Organizations |
| GDP | Gross Domestic Product |
| GFC | Global financial Crises |
| HFI | High-Frequency Indicators |
| ISO | Organization for Standardization |
| IIP | Index of Industrial Production |
| KPI | Key Performance Indicators |
| M&A | Mergers and Acquisitions |
| MNCs | Multi-National Companies |
| MoSPI | Ministry of Statistics & Programme Implementation |
| NCAER | National Council of Applied Economic Research |
| OEMs | Original Equipment Manufacturer |
| PE | Private Equity |
| SEP | Safety & Emergency Procedure |
| SMS | Safety Management System |
| SRA | Safety Risk Assessment |
| TSA | Training Services Agreement |
| WEO | World Economic Outlook |
| XBIS | Ray Baggage Inspection System |

ABBREVIATIONS

| Abbreviation | Full Form |
|--------------------------|--|
| AS / Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| A/c | Account |
| ACI | Airports International Council |
| AGM | Annual General Meeting |
| ASBA | Applications Supported by Blocked Amount |
| Amt | Amount |
| AIF | Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended. |
| AY | Assessment Year |
| AOA | Articles of Association |
| Approx | Approximately |
| B. A | Bachelor of Arts |

| Abbreviation | Full Form |
|------------------------------|---|
| BBA | Bachelor of Business Administration |
| B. Com | Bachelor of Commerce |
| B. E | Bachelor of Engineering |
| B. E. S. T. | The Brihanmumbai Electric Supply & Transport Undertaking. |
| B. Sc | Bachelor of Science |
| B. Tech | Bachelor of Technology |
| Bn | Billion |
| BG / LC | Bank Guarantee / Letter of Credit |
| BIFR | Board for Industrial and Financial Reconstruction |
| CDSL | Central Depository Services (India) Limited |
| CAGR | Compounded Annual Growth Rate |
| CAN | Confirmation of Allocation Note |
| CA | Chartered Accountant |
| CB | Controlling Branch |
| CC | Cash Credit |
| CCI | The Competition Commission of India |
| CFO | Chief Financial Officer |
| CGST | Central GST |
| CIN | Corporate Identification Number |
| CIT | Commissioner of Income Tax |
| CS | Company Secretary |
| CSR | Corporate social responsibility. |
| CS & CO | Company Secretary & Compliance Officer |
| CENVAT | Central Value Added Tax |
| CST | Central Sales Tax |
| CWA / ICWA | Cost and Works Accountant |
| CMD | Chairman and Managing Director |
| Depository or Depositories | National Securities Depository Limited and Central Depository Services (India) Limited |
| DIN | Director Identification Number |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India |
| DP | Depository Participant |
| DP ID | Depository Participant's Identification Number |
| EBITDA | Earnings Before Interest, Taxes, Depreciation & Amortisation |
| ECS | Electronic Clearing System |
| ESIC | Employee's State Insurance Corporation |
| EPS | Earnings Per Share |
| EGM / EOGM | Extraordinary General Meeting |
| GFA | Greenfield Airports |
| MoCA | Ministry of Civil Aviation |
| NCF | National Curriculum Framework for School Education |
| NEP | National Education Policy |
| NCVET | National Council for Vocational Education and Training |
| NCF-SE | National Curriculum Framework for School Education |
| ESOP | Employee Stock Option Plan |
| EXIM / EXIM Policy | Export – Import Policy |
| FCNR Account | Foreign Currency Non-Resident Account |
| FIPB | Foreign Investment Promotion Board |
| FY / Fiscal / Financial Year | Period of twelve months ended March 31 of that year, unless otherwise stated |
| FEMA | Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under. |
| FCNR Account | Foreign Currency Non-Resident Account |
| FBT | Fringe Benefit Tax |
| FDI | Foreign Direct Investment |
| FIs | Financial Institutions |
| FIIs | Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India |
| FPIs | “Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and |

| Abbreviation | Full Form |
|----------------------------------|--|
| | Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992. |
| FTA | Foreign Trade Agreement. |
| FVCI | Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000. |
| FV | Face Value |
| GoI / Government | Government of India |
| GDP | Gross Domestic Product |
| GAAP | Generally Accepted Accounting Principles in India |
| GST | Goods and Service Tax |
| GVA | Gross Value Added |
| HUF | Hindu Undivided Family |
| ICAI | The Institute of Chartered Accountants of India |
| ICAI (Previously known as ICWAI) | The Institute of Cost Accountants of India |
| IGIA | Indira Gandhi International Airport |
| IMF | International Monetary Fund |
| INR / Rupees / Rs. | Indian Rupees, the legal currency of the Republic of India |
| IIP | Index of Industrial Production |
| IPO | Initial Public Offer |
| ICSI | The Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| HNI | High Networth Individual |
| i.e | That is |
| I.T. Act | Income Tax Act, 1961, as amended from time to time |
| IT Authorities | Income Tax Authorities |
| IT Rules | Income Tax Rules, 1962, as amended, except as stated otherwise |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| IRDA | Insurance Regulatory and Development Authority |
| KMP | Key Managerial Personnel |
| BRLM | Book Running Lead Manager |
| Ltd. | Limited |
| MAT | Minimum Alternate Tax |
| MoF | Ministry of Finance, Government of India |
| M-o-M | Month-On-Month |
| MOU | Memorandum of Understanding |
| M. A | Master of Arts |
| M. B. A | Master of Business Administration |
| M. Com | Master of Commerce |
| Mn | Million |
| M. E | Master of Engineering |
| MRP | Maximum Retail Price |
| M. Tech | Masters of Technology |
| Merchant Banker | Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| MAPIN | Market Participants and Investors Database |
| MSMEs | Micro, Small and medium Enterprises |
| MoA | Memorandum of Association |
| MRP | Maximum Retail Price |
| NA | Not Applicable |
| NCAP | National Civil Aviation Policy |
| Networth | The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account |
| NEFT | National Electronic Funds Transfer |
| NECS | National Electronic Clearing System |
| NAV | Net Asset Value |
| NPV | Net Present Value |
| NRI | Non-Resident Indians |
| NRE Account | Non-Resident External Account |

| Abbreviation | Full Form |
|----------------------------|--|
| NRO Account | Non-Resident Ordinary Account |
| NOC | No Objection Certificate |
| NSDL | National Securities Depository Limited |
| OCB | Overseas Corporate Bodies |
| P.A. | Per Annum |
| PF | Provident Fund |
| PG | Post Graduate |
| PAC | Persons Acting in Concert |
| P / E Ratio | Price / Earnings Ratio |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| PBT | Profit Before Tax |
| PLI | Postal Life Insurance |
| POA | Power of Attorney |
| PSU | Public Sector Undertaking(s) |
| Pvt. | Private |
| RBI | The Reserve Bank of India |
| ROE | Return on Equity |
| RCS | Regional Connectivity Scheme |
| R&D | Research & Development |
| RONW | Return on Networth |
| RTGS | Real Time Gross Settlement |
| SCRA | Securities Contracts (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to time |
| SCSB | Self-Certified Syndicate Banks |
| SEBI | Securities and Exchange Board of India |
| SICA | Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time |
| SME | Small and Medium Enterprises |
| STT | Securities Transaction Tax |
| Sec. | Section |
| TAN | Tax Deduction Account Number |
| TRS | Transaction Registration Slip |
| TIN | Taxpayers Identification Number |
| UDAN | Ude Desh ka Aam Nagrik |
| US / United States | United States of America |
| UPI | Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs |
| USD / US\$ / \$ | United States Dollar, the official currency of the United States of America |
| VCF / Venture Capital Fund | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |
| VAT | Value Added Tax |
| w.e.f. | With effect from |
| WTTC | World Travel & Tourism Council |
| YoY | Year over Year |

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

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “*Statement of Special Tax Benefits*”, “*Industry Overview*”, “*Regulations and Policies in India*”, “*Financial Information of the Company*”, “*Outstanding Litigations and Material Developments*” and “*Issue Procedure*”, will have the meaning ascribed to such terms in these respective sections.

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

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, “the Company”, “our Company”, “Flywings” and “FWSTCL”, unless the context otherwise indicates or implies, refers to Flywings Simulator Training Centre Limited.

CERTAIN CONVENTION

All references in this Draft Red Herring Prospectus to “India” are to the Republic of India. In this Draft Red Herring Prospectus, our Company has presented numerical information in “lakhs” units. One lakh represents 1,00,000.

FINANCIAL DATA

Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our Audited Restated Financial Statements for the Financial Year ended on March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, Guidance Note on “*Reports in Company Prospectus (Revised 2019)*” issued by ICAI and the Indian GAAP which are included in this Draft Red Herring Prospectus, and set out in “*Financial Statements as Restated*” on page 168 of this Draft Red Herring Prospectus.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the two decimal place and all percentage figures have been rounded off to two decimal places and accordingly there may be consequential changes in this Draft Red Herring Prospectus.

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that calendar year, so all references to a particular financial year are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that calendar year.

There are significant differences between Indian GAAP and IND (AS). Accordingly, the degree to which the Restated Financial Statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, IND (AS), the Companies Act and the SEBI (ICDR) Regulations, on the Restated Financial Statements presented in this Draft Red Herring Prospectus should accordingly be limited. Although we have included a summary of qualitative and quantitative differences between Indian GAAP and IND (AS), our financial statements reported under IND (AS) in future accounting periods may not be directly comparable with our financial statements historically prepared in accordance with Indian GAAP, including disclosed in this Draft Red Herring Prospectus. You should consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in the section titled ‘*Financial Statements as Restated*’ beginning on page 168 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 4 of this Draft Red Herring Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 250 of this Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

CURRENCY AND UNITS OF PRESENTATION

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

- (a) ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India;
- (b) ‘US Dollars’ or ‘US \$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America.

All references to the word ‘Lakh’ or ‘Lakhs’, ‘Lac’ or ‘Lacs’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten lakh’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One Thousand Million’.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management's Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our financial statements as restated prepared in accordance with Indian GAAP.

DEFINITIONS

For definitions, please see the Chapter titled “*Definitions and Abbreviations*” on page 4 of this Draft Red Herring Prospectus. In the Section titled “*Main Provisions of Articles of Association*” beginning on page 250 of this Draft Red Herring Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been obtained or derived from Internal Company reports and industry and Government publications, publicly available information and sources. Industry and 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 are not guaranteed, and their reliability cannot be assured. Although, our Company believes that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified either by the Company or the Book Running Lead Manager or any of their respective affiliates or advisors.

Further, the extent to which the industry and market data presented in this Draft Red Herring 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. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI (ICDR) Regulations, “*Basis for Issue Price*” on page 84 of this Draft Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the Book Running Lead Manager 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 31 of this Draft Red Herring Prospectus.

EXCHANGE RATES

This Draft Red Herring Prospectus may contain 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 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 | As on March 31, 2024 | As on March 31, 2023 | As on March 31, 2022 |
|----------|----------------------|----------------------|----------------------|
| 1 USD* | 83.37 | 82.22 | 75.80 |

*Source: www.fbil.org.in

Notes :

1) All figures are rounded up to two decimals

2) If the reference rate is not available on a date due to a public holiday, exchange rates for the previous working day have been disclosed.

TIME

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Draft Red Herring Prospectus are to a calendar year.

FORWARD LOOKING STATEMENTS

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

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

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

- Performance of the Aviation industry in India, generally.
- Geographical concentration of business to key cities.
- Failure to obtain, maintain or renew our statutory and regulatory approvals, licenses and registrations required to operate our business.
- Our reliance on internet network and our ability to utilize systems in an uninterrupted manner;
- Our ability to attract, retain and manage qualified personnel;
- Dependencies on our employees to fulfil their obligations.
- Changes in government policies and regulatory actions that apply to or affect our business.
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
- Failure to adapt to the changing scenarios in our industry of operation may adversely affect our business and financial condition;
- General economic and business conditions in India and other countries;
- Effect of lack of infrastructure facilities on our business;
- Our ability to successfully implement our growth strategy and expansion plans, technological changes;
- Changes in fiscal, economic or political conditions in India;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;

- Inability to attract new customers and maintain our existing Customer base;
- Foreign Exchange exposure;
- Conflict of Interest with group companies, the promoter group and other related parties.
- Changes in the value of the Rupee and other currencies;
- Other factors beyond our control;
- Failure to attract, retain, train and optimally utilize employees;
- Inability to manage costs successfully;
- Our ability to manage risks that arise from these factors.

For further discussions of factors that could cause our actual results to differ, please see the section titled “**Risk Factors**”, chapters titled “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 31, 92 and 169 of this Draft Red Herring Prospectus, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Forward looking statements reflects views as of the date of the Draft Red Herring Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Book Running Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

SECTION II: SUMMARY OF ISSUE DOCUMENT

The following is a general summary of the terms of the Issue included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “*Risk Factors*”, “*The Issue*”, “*Summary of Financial Information*”, “*Capital Structure*”, “*Objects of the Issue*”, “*Industry Overview*”, “*Our Business*”, “*Our Promoter and Promoter Group*”, “*Outstanding Litigation and Other Material Developments*” and “*Issue Procedure*” on pages 31, 50, 52, 66, 77, 92, 109, 137, 186 and 216 respectively of this Draft Red Herring Prospectus.

A. OVERVIEW OF INDUSTRY

India has become the third-largest domestic aviation market in the world and is expected to overtake the UK to become the third-largest air passenger market by 2024. The civil aviation industry in India has emerged as one of the fastest growing industries in the country during the last three years and can be broadly classified into scheduled air transport service which includes domestic and international airlines, non-scheduled air transport service which consists of charter operators and air taxi operators, air cargo service, which includes air transportation of cargo and mail. Domestic traffic contributes around 69% of the total airline traffic in South Asia and India’s airport capacity is expected to handle 1 billion trips annually by 2023. The Indian aviation industry has recovered fully from the covid-19 pandemic shock as indicated by the air traffic movement which stood at 327.28 million in FY23 compared to 188.89 million in FY22.

B. OVERVIEW OF BUSINESS

We are an Aviation Training Centre located in Gurgaon. Our company specializes in providing comprehensive training services tailored for commercial aircraft operations. These services encompass a wide range of critical areas including Generic Aviation, In-flight Services, Basic First Aid, Inter-Department Coordination, Voice & Accent Training, In-flight Procedures, Personality Development, Passenger Handling, Grooming Standards, Safety Emergency Procedures, Door Operations, Emergency Evacuation, In-flight Fire Fighting, and Ditching Drills. Operating out of Gurgaon, we proudly serve an esteemed clientele featuring all A-rated domestic airlines such as Vistara, Indigo, SpiceJet, and Air India also International Airlines such as Himalaya Airlines, Nepal Airline Corporation, WOW Air and Ariana Afghan. Our training programs are designed to ensure the highest standards of safety, efficiency, and professionalism in the aviation industry. We provide Safety and Emergency Procedures training for Cabin Crew. Our quality of Training depends on the right combination of Training Devices, Experienced Training Faculty, Industry Experts and Infrastructure of the Training Centre.

C. OUR PROMOTER

As on date of filing of this Draft Red Herring Prospectus our company is promoted by Ms. Rupal Sanjay Mandavia.

D. DETAILS OF THE ISSUE

| | |
|--|---|
| Equity Shares Offered Present Issue of Equity Shares by our Company. | Issue of upto 30,33,000* Equity Shares of ₹ 10.00 each for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakh. |
| Out of which: | |
| Market Maker Reservation Portion | [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakh. |
| Net Issue to the Public | [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakh. |

*Assuming Full Subscription

E. Object of the Issue

The Net Proceeds of the Issue are proposed to be used in accordance with the details provided in the following table:

| | (₹ in Lakhs) |
|---|--------------|
| Particulars | Amount |
| Investing in Foreign Entity to make 100% Foreign Subsidiary Company | 1,214.38 |
| Capital Expenditure | 3,432.48 |
| General Corporate Purpose* | [●] |

| | |
|--------------|-----|
| Total | [] |
|--------------|-----|

*General Corporate Purpose shall not exceed 25% of the Net Issue Proceeds

F. PRE - ISSUE SHAREHOLDING OF OUR PROMOTER AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

| Sr. No. | Particulars | Pre-Issue | |
|---------|---------------------------|------------------|--------------|
| | | No. of Shares | % Holding |
| | Promoter (A) | | |
| 1. | Ms. Rupal Sanjay Mandavia | 66,60,000 | 86.90 |
| | Total (A) | 66,60,000 | 86.90 |
| | Promoter Group (B) | | |
| 1. | NIL | NIL | NIL |
| | Total (B) | NIL | NIL |
| | Total (A) +(B) | 66,60,000 | 86.90 |

G. SUMMARY OF RESTATED FINANCIAL INFORMATION

(₹ in Lakhs)

| Particulars | For the financial year ended on | | |
|--|---------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Share Capital | 6.67 | 1.00 | 1.00 |
| Reserves and surplus | 2,381.30 | 104.15 | (309.23) |
| Networth | 2,387.87 | 105.15 | (308.23) |
| Total Income | 2,259.81 | 1,043.51 | 145.99 |
| Profit after Tax | 1,083.99 | 413.38 | (300.05) |
| Total Borrowings | 827.39 | 766.54 | 1,265.01 |
| | | | |
| Other Financial Information | | | |
| Basic EPS (₹) (Post Bonus) | 14.74 | 5.63 | (4.09) |
| Diluted EPS (₹) (Post Bonus) | 14.73 | 5.63 | (4.09) |
| Return on Networth (%) | 45.39% | 393.14% | 97.35% |
| Net Asset Value Per Share (₹) (Pre-Bonus) | 10,373.90 | 1,051.48 | (3,082.29) |
| Net Asset Value Per Share (₹) (Post Bonus) | 32.46 | 1.43 | (4.20) |

H. QUALIFICATION OF THE AUDITORS

The Auditors' Report of Restated Financial Statements of our Company does not contain any qualification which have not been given effect to in Restated Financial Statements.

I. SUMMARY OF OUTSTANDING LITIGATION ARE AS FOLLOWS

Cases against our Company:

| Nature of Cases | No. of Outstanding Cases | Amount Involved (₹) in Lakhs |
|---|--------------------------|------------------------------|
| Taxation Matters- Income Tax (Outstanding Demand) | Nil | Nil |
| Taxation Matters- Income Tax (e-proceedings) | Nil | Nil |
| TDS Default | 12 | 40.48* |
| GST (Outstanding demand) | 2* | 90.30* |
| Other Litigation | Nil | Nil |
| Actions taken by Regulatory Authorities | Nil | Nil |

*The Company received a DRC 01C notice as the input tax credit availed by the Company in the return furnished in FORM GSTR-3B exceeded the amount of input tax credit available to the Company in accordance with the auto-generated statement containing the details of input tax credit made available to the Company in FORM GSTR-2B for the period February 2024 by an amount of ₹ 90,30,162.78.

The Company has replied that they purchased Machinery from Flybig MRO Private Limited in the month of February and the Concerned Party had not filed the GSTR 1 on time. Hence, the Company claimed the ITC on behalf of the Physical invoice.

Cases against our Promoter and Directors:

| Nature of Cases | No. of Outstanding Cases | Amount Involved (₹) |
|--|--------------------------|---------------------|
| Taxation (Income Tax) | | |
| Outstanding Demand (Rupal Sanjay Mandavia) | Nil | Nil |
| E-Proceedings (Natrajhen Sivasubramanian) | 2# | # Unascertainable |

Two Letters dated August 07, 2020 were issued calling for documents or clarification with respect to application for compounding of offense filed on December 18, 2019 in the case of Sh. S. Natrajhen Pr. Officer of M/s Spice jet Limited. However, no proceedings happened thereafter, and the case is still ongoing.

For the details of litigation proceedings, please refer the chapter titled “**Outstanding Litigations and Material Developments**” on page 173 of this Draft Red Herring Prospectus.

J. RISK FACTORS

Investors should read chapter titled “**Risk Factors**” beginning on page 31 of this Draft Red Herring Prospectus.

K. SUMMARY OF CONTINGENT LIABILITIES

The following is a summary table of our company’s contingent liabilities as:

| (₹ in Lakhs) | | |
|--------------|---|---------------|
| Sr. No. | Particulars | Amount (in ₹) |
| 1. | Income Tax demands / Notices before CIT Appeals / TDS | 45.23 |
| 2. | Bank Guarantees / Corporate Guarantees | Nil |

For further information, please see “**Financial Information**” beginning on page 168 of this Draft Red Herring Prospectus.

L. SUMMARY OF RELATED PARTY TRANSACTIONS

Our Company has entered into certain transactions with our related parties including our Promoter, Promoter Group, Directors and their relatives as mentioned below:

| Particulars | For the Financial Year Ended | | |
|---|------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Ambitions Flying Club Private Limited | | | |
| Loan Received | - | - | 162.50 |
| Loan Repayment | 229.88 | 38.90 | 101.30 |
| Interest Income | 1.50 | - | - |
| Big Charter Private Limited | | | |
| Sale of Service | - | 1.89 | - |
| Loan Received | 189.18 | 102.16 | 316.41 |
| Loan Repayment | 258.90 | 457.36 | 230.45 |
| Interest Income | 0.22 | - | - |
| Flywings Aviation Private Limited | | | |
| Loan Received | 15.00 | - | - |
| Loan Repayment | 194.93 | - | 10.00 |
| Flywings Aviation Training Academy Private Limited | | | |
| Interest Income | - | - | - |
| Flywings Charter Services Private Limited | | | |
| Interest Income | 4.27 | - | - |
| Flybig Mro Private Limited | | | |
| Loan Given | 1,967.99 | 87.80 | - |
| Loan Repayment Received | 636.70 | 87.80 | - |

| Particulars | For the Financial Year Ended | | |
|-------------------------------------|------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Interest Income | 19.35 | - | - |
| Purchase of PPE/Investment Property | 903.39 | - | - |
| Bhargav Mandavia | | | |
| Loan Given | 46.30 | - | - |
| Loan Repayment Received | 40.00 | 47.20 | - |
| Interest Income | 0.19 | - | - |
| Rupal Mandavia | | | |
| Loan Given | 845.79 | 162.50 | 60.85 |
| Loan Received | 785.15 | 188.67 | 28.08 |
| Remuneration | 49.00 | 24.00 | 8.87 |
| Reimbursement | 7.83 | | |
| Kamlesh Desai | | | |
| Remuneration | 0.50 | 0.40 | - |
| Varsha | | | |
| Sale of Service | 1.65 | | |
| Sanjay Mandavia | | | |
| Loans & Advances Given | 585.66 | 373.28 | 88.44 |
| Loan & Advances Repayment Received | 585.16 | 628.86 | 55.21 |
| Interest Income | 5.15 | - | - |
| Total | 7,373.67 | 2200.80 | 1062.12 |

For details of the Related Party Transactions as reported in the Restated Financials, please refer "*Financial Statements as restated – 168 – Related Party Transactions*" on page 167 of this Draft Red Herring Prospectus.

M. FINANCING ARRANGEMENTS

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

N. WEIGHTED AVERAGE PRICE OF THE EQUITY SHARES ACQUIRED BY OUR PROMOTER IN THE LAST ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

The weighted average price of Equity Shares acquired by our Promoter in the last one year preceding the date of this Draft Red Herring Prospectus is as below:

| Name of the Promoter | Weighted Average Price (₹) |
|---------------------------|----------------------------|
| Ms. Rupal Sanjay Mandavia | 1.50 |

O. AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoter as at the date of this Draft Red Herring Prospectus is:

| Name of the Promoter | No. of Shares held | Average Cost of Acquisition (₹) |
|---------------------------|--------------------|---------------------------------|
| Ms. Rupal Sanjay Mandavia | 66,60,000 | 1.51 |

P. PRE-IPO PLACEMENT DETAILS

Our Company has not proposed any Pre-IPO Placement in this Issue.

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

Other than as disclosed in “*Capital Structure*” on page 66 of this Draft Red Herring Prospectus, no Equity Shares have been issued by our Company for consideration other than cash as on the date of this Draft Red Herring Prospectus.

R. SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Other than as disclosed in “*Capital Structure*” on page 66 of this Draft Red Herring Prospectus, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

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

Our Company has not applied or received any exemption from complying with any provisions of Securities Law by SEBI.

SECTION III: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this Issue including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. 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 and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 109 “Our Industry” beginning on page 92 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 169 respectively, of this Draft Red Herring Prospectus as well as other financial information contained herein.

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;*
- *Some events may not be material at present but may have material impact in future.*

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Draft Red Herring Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviations” beginning on page 4 of this Draft Red Herring Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

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

INTERNAL RISKS

BUSINESS RELATED RISK

1. *We do not own the premises at which our registered office and our training facility is located and the same are on lease arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by Property Owner could adversely affect our operations.*

Our company is engaged in the business of providing Aviation training to the cabin crew of airlines, this training is provided at our aviation training facility. Our Registered Office and Training center is located at Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana-122001, India. The premises are not owned by our Company these premises was taken on lease on a monthly rental basis for a period of 1 year, with an option to renew for a further period with mutual consent. Our training facility have all the assets fixed and moving such assets can be time consuming and would be costly effect. If in the future these lease agreements are not renewed, upon termination of the lease, we would be required to return the premises of our registered office and training centre premises to the Lessor/Licensors. There can be no assurance that the term of the agreements will be renewed on commercially acceptable terms and in the event the Lessor/Licensors terminates or does not renew the agreements, we are required to vacate the said premises where operational activities are carried out. In such a situation, we have to identify and take alternative

premises and enter into fresh lease or leave and license agreement at less favorable terms and conditions to shift our registered office and operations. Such a situation could result in time overruns and may adversely affect our operations temporarily.

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

There are certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. For the details of the cases please refer the chapter titled “**Outstanding Litigations and Material Developments**” beginning on page 186 of this Draft Red Herring Prospectus.

The following table sets out brief details of such outstanding proceedings:

Cases against our Company:

| Nature of Cases | No. of Outstanding Cases | Amount Involved (₹) in Lakhs |
|---|--------------------------|------------------------------|
| Taxation Matters- Income Tax (Outstanding Demand) | NIL | NIL |
| Taxation Matters- Income Tax (e-proceedings) | NIL | NIL |
| TDS Default | 12 | 39.40 |
| GST (Outstanding demand) | *1 | *90.30 |
| Other Litigation | NIL | NIL |
| Actions taken by Regulatory Authorities | NIL | NIL |

*The Company received a DRC 01C notice as the input tax credit availed by the Company in the return furnished in FORM GSTR-3B exceeded the amount of input tax credit available to the Company in accordance with the auto-generated statement containing the details of input tax credit made available to the Company in FORM GSTR-2B for the period February 2024 by an amount of ₹ 90,30,162.78.

The Company has replied that they purchased Machinery from Flybig MRO Private Limited in the month of February and the Concerned Party had not filed the GSTR 1 on time. Hence, the Company claimed the ITC on behalf of the Physical invoice.

Cases against our Promoter and Directors:

| Nature of Cases | No. of Outstanding Cases | Amount Involved (₹) |
|--|--------------------------|---------------------|
| Taxation (Income Tax) | | |
| Outstanding Demand (Rupal Sanjay Mandavia) | Nil | Nil |
| E-Proceedings (Natrajhen Sivasubramanian) | #2 | #Unascertainable |

Two Letters dated August 07, 2020 were issued calling for documents or clarification with respect to application for compounding of offense filed on December 18, 2019 in the case of Sh. S. Natrajhen Pr. Officer of M/s Spice Jet Limited.

However, no proceedings happened thereafter, and the case is still ongoing.

The amount is not paid by the Company; hence it is added in the “**Outstanding Litigation and Material Developments**” chapter on page 186 of this Draft Red Herring Prospectus.

There can be no assurance that any of these matters will be settled in our favour or in favour of our Company, our Directors, our Promoter or our Group Companies or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings could have a material adverse effect on the Company, our Directors our Promoter and/or our Group Companies, as well as on our business, prospects, financial condition and results of operations and that of the Group Companies of our Promoter.

For further details, please see the section “**Outstanding Litigation and Material Developments**” beginning on page 186 of this Draft Red Herring Prospectus.

3. ***There is a criminal litigation against our Group company Big Charter Private Limited (BCPL) in which our company's promoter and managing director Ms. Rupal Sanjay Mandavia was a director. If this case is decided against our group company, it will cause loss of reputation of the Company and that may affect our business, operations and financial conditions.***

A complaint bearing number 705/2 dated December 13, 2023 was filed in Economic Offences Wing, Gurgaon, by Vishok Mansingh, designated partner, Vaman Aero Services LLP against Big Charter Private Limited (BCPL), its directors (serving and former), Key Managerial Personnel and Yes Bank Limited. Our Managing Director and Promoter Ms. Rupal Sanjay Mandavia were the Non-Executive Director of BCPL at the time of this case being registered.

Our Director and Promoter Ms. Rupal Sanjay Mandavia have been granted anticipatory bail in the said case and Ms. Rupal Sanjay Mandavia has resigned from the post of directorship and is and never was involved into day-to-day activity of the company. Though the promoter and the other accused are being represented by their legal attorney in their petition to quash the FIR, and no charge sheet has yet been filed in the court, also and to resolve the dispute the present Promoters of Big Charter Private Limited has already deposited Rs. 7.00 crores approximately against the total claim of Rs. 7.40 crore in the Bank account, but it cannot be assured that the investigation and/or case will be decided in favour of our promoter and the other accused persons. In case, the investigation and /or case are decided against our promoter and the other accused, it will cause loss of reputation of the Company and that may affect our business, operations and financial conditions.

For further details, please see the section ***"Outstanding Litigation and Material Developments"*** beginning on page 186 of this Draft Red Herring Prospectus.

4. ***We are heavily dependent on our equipment's for our operations. Any break-down of our equipment will have a significant impact on our business, financial results and growth prospects.***

Our training facility relies heavily on our equipment, making us vulnerable to significant repair and maintenance costs in the event of a malfunction or breakdown. Such issues could also cause operational delays. While we strive to maintain adequate supplies of spare parts and maintenance equipment, delays in procuring necessary parts or completing repairs could disrupt our operations, adversely affecting our operational results and financial condition. Additionally, we do not carry insurance for breakdowns, meaning any associated costs would be our responsibility and could negatively impact our financial condition and operational results.

5. ***Our business is geographically located in one area, Gurgaon. Any loss or shutdown of operations at any of our facilities may have an adverse effect on our business and results of operations.***

Majority of our business is based out from Gurgaon. This concentration of our business one region, subjects us to various risks, including but not limited to the following risks:

- Regional natural disasters;
- Vulnerability to change of policies, laws and regulations or the political and economic environment of northern Indian and mainly Haryana;
- Constraints on our ability to diversify across states;
- Perception by our potential clients, that we are an Aviation Training company, which hampers us from competing against other large companies at a national level.

Further, any political disruptions, natural calamities or civil disruptions, opposition and protests, particularly in locations where we operate, could adversely affect our business operations or strategy. There is no assurance that such disruption in business operations would not bring any hindrance in the functioning of our operations. Consequently, our business, results of operations, cash flows and financial condition have been and will continue to be heavily dependent on the performance of, and the prevailing conditions affecting the advertising and marketing industry and overall economy in Haryana.

6. ***The foundation of our business lies in the contractual agreements we establish. Many of our client contracts can be terminated with or without cause by providing notice and without termination-related penalties.***

Our company enters in service contracts with airlines to provide training to the cabin crew. We enter into contracts with our clients which impose several contractual obligations upon us. If we are unable to meet these contractual obligations and / or our clients perceive any deficiency in our services, we may face legal liabilities and consequent damage to our reputation which may in-turn adversely impact our business, financial condition and results of operations. There are also

some contracts, which terminable by our clients in writing upon committing any breach or non-observance of any conditions of the Agreements entered viz. fraud by our Company or any misconduct of our associate employees which could adversely affect the reputation of our clients.

While we consider all factors internally prior to entering into such contractual agreements, we cannot assure you that such clients may choose to terminate their agreements with our Company based on the terms stated above. Further, the non-compliance or breach of the terms of the contractual arrangements by either party to the agreements may lead to, among other things, damages, penalties or termination of the agreements, which may consequently result in our inability to attract further business in the future.

7. *We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our services, which in turn could adversely affect the value of our brand, and our services could be diminished if we are associated with negative publicity.*

Any failure or defect in our services could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. Although we attempt to maintain quality standards, we cannot assure that all our services would be of uniform quality, meet the customer standards which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity. Also, our business is dependent on the trust our customers have in the quality of our services. Any negative publicity regarding our company, brand, or services or any other unforeseen events could affect our reputation and our results from operations.

8. *One of the Object of the issue is to acquire the south African company Skyhawk Aviation (Pty) Limited. There may be inherent uncertainties and risk associated with this acquisition.*

Our Company proposes to utilise an estimated amount of ₹ 1,214.38 lakhs out of the issue proceeds towards acquisition of Skyhawk Aviation (Pty) Limited. Our company has agreed to, pertaining to the acquisition of all of the equity shares of Skyhawk Aviation (Pty) Limited (“Skyhawk Aviation”) from its existing promoter. Pursuant to the term sheet, our Company will acquire 100% stake in Skyhawk Aviation (Pty) Limited at a consideration of USD 15,50,000.00 (one million, five hundred and fifty thousand US dollars). For the purpose of Issue, we have included certain information related to the Skyhawk Aviation (Pty) Limited in this Draft Red Herring Prospectus. There may be material risks associated with the Skyhawk Aviation (Pty) Limited about which our Company is not aware. Any discovery of unknown liability concerning the Skyhawk Aviation (Pty) Limited or any adverse fact pertaining to the Company may materially and adversely affect our business, financial condition and results of operations. And further our company has not yet entered into a definite agreement with Skyhawk Aviation (Pty) Limited. For further details, please refer chapter titled “*Objects of the Issue*” beginning on page 77 of this Draft Red Herring Prospectus.

9. *We may fail to realise targeted synergies or other anticipated benefits from the acquisition of Skyhawk Aviation (Pty) Limited.*

Our Company proposes to utilise an estimated amount of ₹ 1,214.38 lakhs out of the issue proceeds towards acquisition of Skyhawk Aviation (Pty) Limited. We are pursuing the Skyhawk Aviation acquisition to entre in the space of training pilots, this business of pilot training is not yet been carried on by our company, we have been in business of providing safety and other training. We seek to create long-term value for our stakeholders through the Skyhawk Aviation acquisition. For further details, please refer chapter titled “*Objects of the Issue*” beginning on page 77 of this Draft Red Herring Prospectus. However, there can be no guarantee that we will realise any or all of the anticipated benefits from the Skyhawk Aviation (Pty) Limited acquisition in a timely manner or at all. In particular, our ability to realise anticipated benefits and the timing of this realisation may be affected by a variety of factors, including but not limited to:

- the challenges involved in integrating our Company and Skyhawk Aviation (Pty) Limited infrastructure, processes and systems;
- inability to retain the customer base of Skyhawk Aviation (Pty) Limited; and
- unforeseeable events, including major changes in the industries in which our Company and Skyhawk Aviation (Pty) Limited operate.

If the anticipated benefits that our Company expects are not realised or are delayed, our business, results of operations, financial condition and prospects could be adversely affected. Even if we are able to successfully integrate our businesses and operations, it may not be possible to realise the full benefits of the integration opportunities, the synergies that we currently expect to result from the Skyhawk Aviation (Pty) Limited acquisition or realise these benefits within the time frame that we currently expect.

10. We derive a majority portion of our revenue from operations from our top 10 customers, contributing 100% revenue from operations for the financial year ended on March 31, 2024. Loss of one or more of these customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, we do not have long-term agreements with any our customers.

Our business operations are highly dependent on our top customers, which exposes us to a high risk of customer concentration. The following table summarizes the revenue proportion of our top customers for the respective period:

| Particulars | For Financial Year ended | | | | | |
|------------------|--------------------------|--------|--------------|--------|--------------|--------|
| | FY 2023-24 | | FY 2022-23 | | FY 2021-22 | |
| | ₹ (in lakhs) | % | ₹ (in lakhs) | % | ₹ (in lakhs) | % |
| Top 5 customers | 1841 | 95.58% | 965.05 | 97.68% | 142.68 | 99.78% |
| Top 10 customers | 1926 | 100% | 988 | 100% | 143 | 100% |

Loss of one or more of these customers or a reduction in the amount of business we obtain from them for any reason including due to loss of, or failure to renew existing arrangements; adverse general economic conditions; disputes with such customers; decline in business of such customers; adverse changes in the financial condition of such customers; adverse change in any of such customers' supply chain strategies; or if such customers decide to choose our competitors over us, could have an adverse effect on our business, results of operations, financial condition and cash flows.

In order to retain some of our existing customers we may also be required to offer terms to such customers which we may place restraints on our resources. We cannot assure you that we will be able to maintain historic levels of business with our top customers or negotiate commercially favourable arrangements. Further, we may be reluctant to proceed against customer and strain the relations in the event of disagreements or disputes relating to our services.

11. We have significant power requirements for continuous running of our training facilities. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an effect on our business, results of operations and financial condition.

Our Training facility has significant electricity requirements and any interruption in power supply may disrupt our operations. Our business and financial results may be affected by any disruption of operations. We depend on third parties for all of our power requirements. Further, we have limited options in relation to maintenance of power back-ups such as diesel generator sets and any increase in diesel prices will increase our operating expenses which may impact our business margins.

Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost of factories and production cost which we may not be able to pass on to our customers. There are limited number of electricity providers in area from where we operate due to which in case of a price hike we may not be able to find a cost-effective substitute, which may negatively affect our business, financial condition and results of operations.

12. Our success depends in large part upon our qualified personnel, including our senior management, directors and key personnel and our ability to attract and retain them when necessary.

Our operations are dependent on our ability to attract and retain qualified personnel. While we believe that we currently have adequate qualified personnel, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. The loss of the services of our qualified personnel may adversely affect our business, results of operations and financial condition. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting the qualified employees that our business requires. Furthermore, our senior management team is integral to the success of our business. However, we cannot assure you that we will be able to retain any or all of our management team. Any loss of our senior management or key personnel or our inability to recruit further senior managers or other key personnel could impede our growth by impairing our day-to-day operations and hindering our development of ongoing and planned projects and our ability to develop, maintain and expand customer relationships.

13. Our directors of the company had been disqualified from the appointment as a Director for non-compliance with the provisions of the Companies Act 2013.

Due to non-compliance under section 164 of companies act 2013, our managing director Ms. Rupal Sanjay Mandavia was disqualified from appointment as a director from financial year 2016-2017 to financial year 2021. Specifically, this disqualification was attributed to the failure to file financial statements for the Financial Year 2016, as required by the

Companies Act 2013, for Flywings Aviation Training Academy Private Limited, Ambition Aviation Academy Private Limited, and Fly Wings Aviation Private Limited.

Though the period of disqualification is now over, it cannot be assured that in future similar instances of disqualification will not arise. Any such disqualification in future may lead to litigation which could be time consuming and costly and distracting for the management which may adversely affect our business, financial condition and results of operations.

The disqualification of directors may impact the Company's corporate governance and management capabilities. Although measures have been taken to address past compliance issues and strengthen governance practices, there is a risk that such historical events could affect investor confidence, operational continuity, and regulatory compliance going forward.

Investors should consider that past instances of director disqualification could indicate weaknesses in internal controls, regulatory compliance processes, or governance oversight. While the Company has taken steps to rectify these issues, there remains a risk of ongoing regulatory scrutiny, penalties, or operational disruptions related to historical non-compliance.

14. The Restated Financial Statements have been provided by Peer Reviewed Chartered Accountants who is not Statutory Auditor of our Company.

The Restated Financial Statements of our Company for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022, have been provided by M/s Jay Gupta & Associates, Chartered Accountants, who are Peer Reviewed firm but not the Statutory Auditors of our Company. The Financial Statements of our Company for the financial year ended on March 31, 2024 have been audited by M/s Shah Kailash & Associates LLP, who are the Statutory Auditors of our Company and for the financial year ended on March 31, 2023, and March 31, 2022, have been audited by M/s by Jain & Jain LLP, Chartered Accountants.

15. There are certain discrepancies / errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956 / 2013. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.

There are certain discrepancies / errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956 / 2013. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.

Our company has not complied with certain statutory provisions in the past including but not limited to the following:

- Provisions of SS-1 and SS-2 of the Companies Act, 2013 were generally complied by the company at the time of preparation of the documents for filling of forms. Further, the Company is complying with the said regulation post identification of the same.
- Supporting documents attached in some of the Forms are not signed and stamped by the requisite authority. Further, the Company is complying with the said regulation post identification of the same.
- The Company filed some e-Forms late with Registrar of Companies i.e. after its Due Date with additional fees and rectified the error.
- The Company did not file the Annual filing Form for the financial year 2013-14, post identification the company have made it complied by filing the same with the late fees.
- For FY 2014-15, Directors Report is not prepared as per Companies Act 2013. Further, the Company is complying with the said regulation post identification of the same.
- For 2013-14 and in 2014-15, the Annual Return contains a wrong attachment of Share Transfer but there was no impact on capital structure and shareholders of the Company and for 2019-2020, the Annual Return do not reflect the effect of share transfer from Sanjay Mandavia to Rupal Mandavia dated April 10, 2019. Further, after identification proper documentation has been complied in that respect.

Financial Statement for 2014-15 are signed by Mr. Yoginder Singh. The auditor appointed for 2014-15 as per form ADT-1 was SMSR & Co. SMSR & Co. resigned as statutory auditor on 05/06/2014. There is no evidence available online for appointment of Yoginder Singh as auditor for the FY 2014-15. The form is not traceable for appointment.

Any penalty or action taken by any regulatory authority in future for non-compliance with provisions of corporate and other law could impact financial position of the company to that extent.

16. Our company has been in non-compliance of certain provisions of Companies Act, 2013, for which an application for adjudication has been filed with the Registrar of Companies.

Our director Rupal Sanjay Mandavia was appointed as an additional director on February 02, 2015 upto the Annual General Meeting for the year ended on March 31, 2015, however the company had failed to regularise the Additional Director in the Annual general meeting as conducted in the financial year 2015-16, thereafter in the financial year 2018-19 the said director has tendered their resignation dated on August 20, 2018 from the position of Directorship of the company for which Form DIR-12 has been filed with Registrar of companies, thereafter the company has not recognised there was a non-compliance relating to regularisation of the term of additional Director. Ms. Rupal Sanjay Mandavia acted as a director, but her appointment was not regularised.

However, our company has filed an Suo moto application for Compounding Under Section 441 Read With Section 161 (1), 152 (2) & 172 of the Companies Act, 2013, in the matter of offence committed for the Financial Year 2015-16 under section 161 (1), 152 (2) (For Not Regularizing the Additional Director in Annual General Meeting) on or Before Due Date Punishable Under Section 172 of the Companies Act, 2013. vide SRN F96665690 dated July 05, 2024. The said application is still under process with Registrar of Companies.

As on the date of this Draft Red Herring Prospectus, no notices have been issued. However, notices may be issued to our Company in the future, and fines or penalties may be imposed, potentially impacting our administrative compliance. There is no assurance that regulatory authorities will not take penal action against us for any non-compliance. Such adverse actions could affect our financial results.

If the Company fails to submit the requisite disclosures to regulators in the future, it may be penalized, which could affect our operational results.

17. Our Company has a negative cash flow in its investing activities in the financial year ending on March 31, 2024 and March 31, 2023; in its Financing Activities in for the financial year ended on March 31, 2023 and March 31, 2022 details of which are given below. Sustained negative cash flow could impact our growth and business.

Our Company had negative cash flows from our investing activities and financing activities in the previous year(s) as per the Restated Financial Statements and the same are summarized as under:

(₹ in lakh)

| Particulars | For the financial year ended | | |
|--|------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Net Cash from Operating Activities | 173.08 | 1,134.29 | 43.28 |
| Net Cash from Investing Activities | (1,255.53) | (66.73) | 74.87 |
| Net Cash from Financing Activities | 1,660.92 | (522.15) | (148.01) |
| Net Increase / (Decrease) in Cash & Cash Equivalents | 578.48 | 545.40 | (29.85) |

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

18. Our Promoter plays a key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our promoter remain associated with us.

We benefit from our relationship with our Promoter and our success depends upon the continuing services of our Promoter who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoter have been actively involved in the day-to-day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoter. If our Promoter are unable or unwilling to continue in his present position, we may not be able to replace them easily or at all. Our Promoter have over the years-built relations with various customers and other persons who are form part of our stakeholders and are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

19. The Company is yet to place orders for 100% of the Equipment for our proposed object, as specified in the Objects of the Issue. Any delay in placing orders, procurement of plant & machineries may delay our implementation schedule and may also lead to increase in price of these plant & machineries, further affecting our revenue and profitability.

Our Company have identified the type of Equipment required to be bought from the proceeds of the Initial Public Offer. However, we are yet to place orders for 100% of the Equipment as detailed in the “*Objects of the Issue*” beginning on page 77 of this Draft Red Herring Prospectus. These are based on our estimates and on third-party quotations, which are subject to a number of variables, including possible cost overruns, changes in management’s views of the desirability of current plans, change in supplier of plant & machineries, equipment among others, which may have an adverse effect on our business and results of operations. Further, we cannot assure that we would be able to procure this plant and machineries or procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in the cost and time overrun, which would have a material adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 79 of this Draft Red Herring Prospectus.

20. Our Company had not made any provision for gratuity in the past.

As per provision of Payment of Gratuity Act, 1972 (Act) a scheme for the payment of gratuity to employees shall be made upon applicability of the Act. Our company failed to determine the applicability of the act although the number of employees of the company has crossed the threshold limit as mentioned in the Act. Since the company was not aware of the applicability, the company failed to maintain any provisions for gratuity in any of the past financials’ years. Upon identification of this non-compliance the same was rectified in the restated financials by taking actuarial valuation and making appropriate provisions for gratuity. Although no complaint had been filed against our company for non-compliance under any section of Act, and also no show cause notice in respect of the above has been received by the Company till date. But if the company is found to be in default in complying with any of the provisions of this Payment of Gratuity Act, 1972 or any rule or order made thereunder the employer shall be punishable with imprisonment for a term which may extend to one year, or with fine which may extend to one thousand rupees, or with both. Upon any such action the financial position of the company may be impacted. For further information on provision of gratuity, please refer to Note N.17 Employee Benefits under the chapter “*Financial Statement as Restated*” beginning on page 168 of this Draft Red Herring Prospectus.

21. Our business is highly dependent on technology and any disruption or failure of our technology systems may affect our operations.

We believe that our technological capabilities play a key role in helping us effectively manage our pan-India operations, maintain operational and fiscal controls, and support our efforts to enhance client service levels. Our business is significantly dependent on the efficient and uninterrupted operation of our technology infrastructure and systems. For further details, see “*Our Business*” on page 109.

Our operations are vulnerable to interruption by events beyond our control such as fire, earthquake, power loss, telecommunications or internet failures, terrorist attacks and computer viruses. We are also subject to hacking or other attacks on our IT systems, and we cannot assure you that we will be able to successfully block or prevent all such attacks. Any breaches of our IT systems may require us to incur further expenditure on repairs or more advanced security systems. A significant system failure could adversely affect our ability to manage overall operations, thereby affecting our ability to deliver our services to our clients, affecting our reputation and revenues. We may also be exposed to multiple claims for failed delivery of goods. If such interruption is prolonged, our business, operations, financial condition and results of operations may be materially and adversely affected.


We expect our clients to continue to demand more sophisticated and customized solutions. We may lose clients and our business could be affected if we fail to implement and maintain our technology systems or fail to upgrade or replace our technology systems to handle increased volumes, meet the demands of our clients and protect against disruptions of our operations. Our operating efficiency may decline, and our growth may suffer if our technology systems are unable to handle additional volume of our operations as we grow. Some of our existing technologies and processes in the business may become obsolete or perform less efficiently compared to newer and better technologies and processes in the future. Certain of our competitors may have access to similar or superior technology or may have better adapted themselves to technological changes. The textile industry could also experience unexpected disruptions from technology-based start-ups. The cost of upgrading or implementing new technologies, upgrading our equipment or expanding their capacity could be significant and could adversely affect our business, operations, financial condition and results of operations.

22. If we are not able to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business it may have an adverse effect on our business.

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained all permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory / regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business. For further details, see section on “**Government and Other Approvals**” beginning on page 186 of the Draft Red Herring Prospectus.

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

Our certain agreements, deeds or licenses may be in the name of the erstwhile name of the company Flywings Simulator Training Centre Private Limited. We are in process to change the name in our new name i.e Flywings Simulator Training Centre Limited, however in case we fail to change the name of the company in the agreements, deeds or licenses, that were entered before conversion into a public company, it may cause adverse effect on the status and viability of those agreements.

24. Our Company’s logo  is not registered but it is in the process of Registration with Registrar of Trademark; any infringement of our brand name or failure to get it registered may adversely affect our business.

We believe that our future growth and competitiveness would depend on our ability to establish and strengthen our brand. We cannot guarantee that we will be able to make a lasting brand image with our clients and other people in the absence of a logo. Although, we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. 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. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations.

Finally, while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights, which may force us to alter our offerings and the Company is actively addressing these risks by pursuing trademark registration for our logo and have filed the application with Registrar of Trademark dated June 26, 2024. We may also be susceptible to claims from third parties asserting infringement and other related claims. If similar claims are raised in the future, they could result in costly litigation, divert management’s attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Any of the foregoing could have an adverse effect on our business Further, our efforts to protect these intellectual properties may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. The application of laws governing intellectual property rights in India is uncertain, evolving and could involve substantial risks to us.

25. Our company has made defaults in GST reporting in past.

Our company has failed to report its entire income for Last three Financials years on the GST portal on time. The same was identified during GST audit in respective years and the liability is discharged while filing form GSTR-9 of respective years. For Financial Year 2023-24, some short reporting of GST Liabilities has been identified during statutory audit and the same has been accounted for and discharged as on date of filing of this Draft Red Herring Prospectus. The same is yet to be reported in GSTR-9 for Financial Year 2023-24 which shall be reported within the due date.

Further our company has availed excess GST input Tax Credit in contravention to section 16 (2) (aa) in the month of February 2024 whereas the input was made available by the vendor on the portal only in the month of April 2024. Interest under section 50 & penalties under section 122 of the CGST Act, 2017 has been accounted, disclosed, and discharged accordingly as on the date of filing of this Draft Red Herring Prospectus.

As of the date of this Draft Red Herring Prospectus, no notices have been issued. However, notices may be issued to our Company in the future, and fines or penalties may be imposed, potentially impacting our administrative compliance. There is no assurance that regulatory authorities will not take penal action against us for any non-compliance. Such adverse actions could affect our financial results.

If the Company fails to submit the requisite disclosures to regulators in the future, it may be penalized, which could affect our operational results.

26. *General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.*

Our business is highly dependent on economic and market conditions in India and other jurisdictions where we operate. General economic and political conditions in India, such as macroeconomic and monetary policies, industry-specific trends, mergers and acquisitions activity, legislation and regulations relating to the financial and securities industries, household savings rate, investment in alternative financial instruments, upward and downward trends in the market, business and financial sectors, volatility in security prices, perceived lack of attractiveness of the Indian capital markets, inflation, foreign direct investment, consumer confidence, currency and interest rate fluctuations, availability of short-term and long-term market funding sources and cost of funding, could affect our business. Global economic and political conditions may also adversely affect the Indian economic conditions. Market conditions may change rapidly, and the Indian capital markets have experienced significant volatility in the past. The Indian economy has had sustained periods of high inflation in the recent past. If inflation or real interest rates were to rise significantly, the trends towards increased financial savings might slow down or reverse, our employee costs may increase and the sales of many of our products and services may decline.

27. *Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.*

We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, our indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund-based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled “*Financial Indebtedness*” beginning on page 182 of this Draft Red Herring Prospectus.

28. *Major fraud lapses of internal control or system failures could adversely impact the company’s business.*

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company’s operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

29. *We continue to explore the diversification of our business and the implementation of new services. These diversifications and our other strategic initiatives may not be successful, which may adversely affect our business and results of operations.*

In order to achieve our goal, we are constantly evaluating the possibilities of expanding our business through new models, innovations and / or starting new services. Although we believe that there are synergies between our current business and our expansion plans, we do have experience or expertise in these new areas. These new businesses and modes of delivery and the implementation of our strategic initiatives may pose significant challenges to our administrative, financial and operational resources, and additional risks, including some of which we are not aware of. The early stages and evolving nature of some of our businesses also make it difficult to predict competition and consumer demand therein. Our strategic initiatives require capital and other resources, as well as management attention, which could place a burden on our resources and abilities. In addition, we cannot assure you that we will be successful in implementing any or all of our key strategic initiatives. If we are unable to successfully implement some or all of our key strategic initiatives in an effective and timely manner, or at all, our ability to maintain and improve our leading market position may be negatively impacted, which may have an adverse effect on our business and prospects, competitiveness, market position, brand name, financial condition and results of operations.

30. *We depend on our relationships with our clients and other industry participants to source projects.*

Our aviation training center relies heavily on our relationships with airlines to generate requirements and sustain our business. The strength of these relationships is crucial for our growth and success. Any failure to maintain these existing relationships or to cultivate new ones could significantly impact our business, potentially hindering our ability to secure projects and limiting our growth opportunities. Such setbacks could have a material adverse effect on our business, prospects, financial condition, and results of operations. Therefore, we are committed to nurturing and expanding our network of partnerships and collaborations to ensure the continued success and resilience of our training center in the competitive aviation industry landscape.

31. *We face intense competition in our businesses, which may limit our growth and prospects. Our Company faces significant competition from other companies in Aviation Training field.*

We compete on the basis of a number of factors, including execution, depth of product and service offerings, innovation, reputation and price. Our competitors may have advantages over us, including, but not limited to:

- Substantially greater financial resources;
- Longer operating history than in certain of our businesses;
- Greater brand recognition among consumers;
- Larger customer bases in and outside India; or
- More diversified operations which allow profits from certain operations to support others with lower profitability. These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

32. *Further any defaults or delays in payment by a significant portion of our customers, may have an adverse effect on cash flows, results of operations and financial condition.*

In the ordinary course of business, we extend credit to our customers. Our results of operations and profitability depend on the credit worthiness of our customers. Certain of these customers may have weak credit histories and we cannot assure that these counterparties will always be able to pay us in a timely fashion, or at all. Any adverse change in the financial condition of our customers may adversely affect their ability to make payments to us. Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition. Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition.

33. *Our inability to manage growth could disrupt our business and reduce our profitability. We propose to expand our business activities in coming financial years.*

We expect our future growth to place significant demands on both our management and our resources. This will require us to continuously evolve and improve our operational, financial and internal controls across the organisation. In particular, continued expansion increases the challenges we face in:

- Our ability to acquire and retain clients for our services;
- Services or pricing policies introduced by our competitors;
- Capital expenditure and other costs relating to our operations;
- The timing and nature of, and expenses incurred in, our marketing efforts;
- Recruiting, training and retaining sufficient skilled technical and management personnel;
- Adhering to our high quality and process execution standards;
- Maintaining high levels of client's satisfaction;
- Developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems.

You should not rely on yearly comparisons of our results of operations as indicators of future performance. It is possible that in some future periods our results of operations may be below the expectations of public, market analysts and investors. If we are unable to manage our growth it could have an adverse effect on our business, results of operations and financial condition.

34. *If we are unable to source business opportunities effectively, we may not achieve our financial objectives.*

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement

systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

35. Brand recognition is important to the success of our business, and our inability to build and maintain our brand name will harm our business, financial condition and results of operation.

Brand recognition is important to the success of our business. Establishing and maintaining our brand name in the industry or for people relying on services is critical to the success of the customer acquisition process of our business. Although, we expect to allocate significant number of resources, financial and otherwise, on establishing and maintaining our brands, no assurance can be given that our brand name will be effective in attracting and growing user and client base for our businesses or that such efforts will be cost-effective, which may negatively affect our business, financial condition and results of operations.

The Company's success significantly depends on its brand recognition and reputation within the textile industry. Failure to build and maintain strong brand name could adversely impact the Company's business, financial condition, and operation results.

Customers are more likely to choose and remain loyal to companies they recognise and trust, leading to increased revenue and market share. Strong brand recognition may allow the Company to command premium prices for its services compared to less-known competitors. A respected brand attracts and retains skilled professionals, further enhancing the Company's competitiveness. A well-established brand requires less marketing and advertising expenditure to reach target customers. If the Company fails to reach its target audience with its marketing and branding efforts, it may not achieve the desired level of brand recognition. Any negative publicity or reputational damage, such as accidents, service failures, or ethical lapses, could significantly erode brand equity and customer trust. The textile industry is highly competitive, and established brands may significantly challenge the Company's efforts to build brand recognition. Customer preferences can shift over time, and the Company's brand may become less relevant or appealing if it fails to adapt to changing market trends.

36. Employee fraud or misconduct could harm us by impairing our ability to attract and retain clients and subject us to significant legal liability and reputational harm.

Our business is exposed to the risk of employee misappropriation, fraud or misconduct. Our employees could make improper use or disclose confidential information, which could result in regulatory sanctions and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures, we may be unable to adequately prevent or deter such activities in all cases. Our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. While we have not been able to identify such issues in the past, there could be instances of fraud and misconduct by our employees, which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other proceedings, penalties or other actions in connection with any such unauthorized transaction, fraud or misappropriation by our agents or employees, which could adversely affect our goodwill, business prospects and future financial performance. We may also be required to make good any monetary loss to the affected party. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such fraud or other misconduct.

37. The average cost of acquisition of Equity Shares by our Promoter is lower than the issue price.

Our Promoters' average cost of acquisition of Equity Shares in our Company is lower than the Issue Price as decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoter in our Company and build-up of Equity Shares by our Promoter in our Company, please refer chapter title "*Capital Structure*" beginning on page 66 of this Draft Red Herring Prospectus.

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

Our Company has entered into various transactions with our Promoter and associate companies. While we believe that all such transactions are conducted on arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions were not entered with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate,

will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter “*Related Party Transactions*” beginning on page 168 of the Draft Red Herring Prospectus.

39. Our Promoter will continue to retain majority control over the Company after the Issue, which will allow them to influence the outcome of matters submitted to shareholders for approval.

Upon completion of the Issue, our Promoter will own [●] % of the Post-Issue Equity Share capital of the Company. As a result, the Promoter and Promoter Group will have the ability to exercise significant influence over all matters requiring shareholders’ approval, including the election of directors and approval of significant corporate transactions. The Promoter and Promoter Group will also have an effective veto power with respect to any shareholder action or approval requiring a majority vote. Such concentration of ownership may also have the effect of delaying, preventing or deterring a change in control. For further details of Promoter’ shareholding, please refer chapter titled “*Capital Structure*” beginning on Page No. 66 of this Draft Red Herring Prospectus.

40. Our operating expenses include overheads that may remain fixed in the medium term. In case there is any decline in our operating performance, we may be unable to reduce such expenses.

Our operating expenses include various fixed costs, which are as such, not dependent on sales revenue. Any shortfall in sales may cause significant variations in operating results in any quarter, as we would not be able to reduce our fixed operating expenses in the short term. The effect of any decline in sales may thereby be magnified because a portion of our earnings are committed to paying these fixed costs. Accordingly, we believe that period-to-period comparisons of our results may not necessarily give a correct presentation of the performance and should not be relied upon as indications of future performance.

41. Our insurance coverage may not adequately protect us against losses, and successful claims against us that exceed our insurance coverage could harm our results of operations and diminish our financial position.

We maintain insurance coverage of the type and in the amounts that we believe are commensurate with our operations. Our insurance policies, however, may not provide adequate coverage in certain circumstances and may be subject to certain deductibles, exclusions and limits on coverage. In addition, there are various types of risks and losses for which we do not maintain insurance, such as losses due to business interruption and natural disasters, because they are either uninsurable or because insurance is not available to us on acceptable terms. A successful assertion of one or more large claims against us that exceeds our available insurance coverage or results in changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, future financial performance and results of operations.

42. *Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.*

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholder's investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "**Dividend Policy**" on page 166 of this Draft Red Herring Prospectus.

43. *Any future acquisitions, joint ventures, partnerships, strategic alliances, tie-ups or investments could fail to achieve expected synergies and may disrupt our business and harm the results of operations and our financial condition.*

Our success will depend, in part, on our ability to expand our business in response to changing technologies, customer demands and competitive pressures. We have, in the past, explored and continue to explore opportunities on our own, through collaborations, tie-ups, strategic alliances, partnerships or joint venture across the country and regions of focus. In some circumstances, we may also decide to acquire, or invest in, complementary technologies instead of internal development. While we are currently evaluating opportunities and negotiating with several potential partners, we have not entered into any definitive agreements. The risks we face in connection with acquisitions may include integration of product and service offerings, co-ordination of R&D and marketing functions and the diversion of management's time and focus from operating our business to addressing challenges pertaining to acquisition and integration. Our failure to address these risks or other problems encountered in connection with our acquisitions and investments could result in our failure to realize the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally.

44. *Our future funds requirements, in the form of fresh 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 fresh issue of 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 favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

45. *Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, and formulation of a scheme of amalgamation or reconstruction and entering into any other borrowing arrangement. Further, we are required to maintain certain financial ratios.*

There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that are not waived by our lenders or are not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans. Though these covenants are restrictive to some extent to the Company however it ensures financial discipline, which would help the Company in the long run to improve its financial performance.

For further information, see the chapter titled "**Statement of Financial Indebtedness**" on page 182 of the Draft Red Herring Prospectus.

46. *Some of the KMPs is associated with our company for less than one year.*

Our Key Management Personnel, Company Secretary and compliance officer is associated with the Company for a period of less than one year therefore they may not have been accustomed to the company affairs till date. For details of Key

Management Personnel and their appointment, please refer to chapter “*Our Management*” beginning on page 137 of this Draft Red Herring Prospectus.

47. There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.

In accordance with Indian law and practice, permission to list the Equity Shares will not be granted until after the Equity Shares have been issued and allotted. Approval will require all other relevant documents authorizing the issuing of our Equity Shares to be submitted. There could be a failure or delay in listing our Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

48. Excessive reliance on our information technology systems and their failure could harm our relationship with clients, expose us to lawsuits or administrative sanctions or otherwise adversely affect our provision of service to customers and our internal operation.

As part of our business strategy, we use high quality of information technology system to deliver our services in the best possible way. We have an exemplary track record for completion of the projects within the stipulated time period but there may be the system interruptions, errors, or downtime which could result from a variety of causes including changes in technology, technology failure, changes in system, and power failure etc. these may affect our business adversely.

49. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of Our Company.

Since, the Issue 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 Issue. The deployment of these funds raised from this Issue, is hence, at the discretion of the management and the Board of Directors of Our Company and Our Company’s management will have flexibility in applying the proceeds of the Issue and will not be subject to monitoring by any independent agency. The fund requirement and deployment mentioned in the Objects of the Issue is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoter and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

50. Negative publicity could adversely affect our revenue model and profitability.

We work in the market where trust of the clients on us and upon the services provided by us matters a lot. Any negative publicity regarding our company or the services rendered by the company due to any other unforeseen events may affect our reputation and image which leads to the adverse effect on our business and goodwill as well.

51. Industry information included in this Draft Red Herring Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

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

52. *The requirements of being a public listed company may strain our resources and impose additional requirements.*

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchanges which require us to file unaudited financial results on a half yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and / or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

Issue Specific Risks:

53. *There are restrictions on daily / weekly / monthly movements in the price of the Equity Shares, which may adversely affect a shareholders' ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.*

Once listed, we would be subject to circuit breakers imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the 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 circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

54. *After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.*

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including:

- a) Volatility in the Indian and global capital market;
- b) Company's results of operations and financial performance;
- c) Performance of Company's competitors,
- d) Adverse media reports on Company or pertaining to the agriculture Industry;
- e) Changes in our estimates of performance or recommendations by financial analysts;
- f) Significant developments in India's economic and fiscal policies; and
- g) Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

55. *You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.*

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in the Draft Red Herring Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

56. *The Issue price of our Equity Shares may not be indicative of the market price of our Equity shares after the issue.*

The Issue price of our equity Shares has been determined by Book Built method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuation after the issue and may decline below the issue price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue price. For further details you may refer chapter titled “*Basis for Issue Price*” beginning on the page 84 of this Draft Red Herring Prospectus.

Some of the factors which may affect our share price without limitations are as follows:

- Reports on research by analysts.
- Changes in revenue.
- Variations in growth rate of our financial indicators such as earning per share, income, profit etc.
- General Market Condition
- Domestic and International Economy.

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

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

EXTERNAL RISKS

Industry Related Risks:

58. *Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.*

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended / changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

59. *Malpractices by some players in the industry affect overall performance of emerging Companies.*

The industry in which our Company operates is subject to risk associated with unethical business practices such as unethical marketing, dishonest advertising, questionable pricing practices, inaccurate claims with regards to safety and efficacy of the product etc. Consumers’ attitude toward the industry today is dominated by a sense of mistrust, paving a way for regulators for stricter entry barriers and introduction of code of conducts; making the entire industry environment regulated and controlled. Malpractices by some players in the industry affects the overall performance of the emerging Companies like us as the industry norms are applicable to all at parity. Any unethical business practices by any industry player or intermediary may impact our business and results of operations.

OTHER RISKS:

60. *You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India. Any gain on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax (“STT”) has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain on the sale of shares held for a period of 12 months or less will be subject to capital gains tax in India. Further, any gain on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a stock exchange and on which no

STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long-Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long-term capital gains exceeds ₹ 1,00,000.00 p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹1,00,000.00 pa. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

61. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements, prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus.

As stated in the reports of the Auditor included in this Draft Red Herring Prospectus under chapter "Financial Statements as Restated" beginning on page 168 the financial statements included in this Draft Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

62. 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.

63. Financial instability in Indian Financial Markets could adversely affect our Company's results of operation and financial condition.

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

64. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and our industry contained in the Draft Red Herring Prospectus.*

While facts and other statistics in this Draft Red Herring Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “Our Industry” beginning on page 92 of this Draft Red Herring Prospectus. Due to possibly flawed 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, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

65. *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. 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 commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency a magnitude, which may negatively affect our stock prices.

66. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

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

67. *Natural calamities could have a negative impact on the Indian economy and cause Our Company’s 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.

68. *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 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.

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

Any adverse revisions to India’s credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

SECTION IV: INTRODUCTION

THE ISSUE

Present Issue in Terms of this Draft Red Herring Prospectus:

| Particulars | No. of Equity Shares |
|--|--|
| Equity Shares Offered through Public Issue ⁽¹⁾⁽²⁾ | Issue of upto 30,33,000* Equity Shares of face value of ₹ 10.00 each fully paid of the Company for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] |
| Out of Which: | |
| Reserved for Market Maker | Upto [●] Equity Shares of face value of ₹ 10.00 each fully paid of the Company for cash at price of ₹ [●] per Equity Share aggregating ₹ [●] |
| Net Issue to the Public* | Upto [●] Equity Shares of face value of ₹ 10.00 each fully paid of the Company for cash at price of ₹ [●] per Equity Share aggregating ₹ [●] |
| Of which: | |
| A. QIB Portion ⁽³⁾⁽⁴⁾ | Not more than [●] Equity Shares (not more the 50%) aggregating up to ₹ [●] lakhs |
| Of which: | |
| i) Anchor Investor Portion | Upto [●] Equity Shares aggregating up to ₹ [●] lakhs |
| ii) Net QIB Portion | Upto [●] Equity Shares aggregating up to ₹ [●] lakhs |
| Of which: | |
| a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion) | [●] Equity Shares aggregating up to ₹ [●] lakhs |
| b) Balance of QIB Portion for all QIBs including Mutual Funds | [●] Equity Shares aggregating up to ₹ [●] lakhs |
| B. Non-Retail Investors Portion | Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs |
| C. Retail Investors Portion | Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs |
| Pre and Post Issue Share Capital of our Company: | |
| Equity Shares outstanding prior to the Issue | 76,64,328 Equity Shares |
| Equity Shares outstanding after the Issue | [●] Equity Shares |
| Use of Issue Proceeds | For details, please refer chapter titled ' Objects of the Issue ' beginning on page no. 77 of this Draft Red Herring Prospectus. |

* Assuming Full Subscription

Notes:

- The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on May 30, 2024, and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on June 07, 2024.
- The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e., not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders.
- Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws. Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance

with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor.

5. *Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “**Issue Procedure**” beginning on page 216 of this Draft Red Herring Prospectus.*

SUMMARY OF FINANCIAL STATEMENTS

| RESTATED STATEMENT OF ASSETS & LIABILITIES | | | | |
|---|--|------------------------------|-----------------------------|-----------------------------|
| Sr.No | Particulars | Amount (Rs. In Lakhs) | | |
| | | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
| I | EQUITY AND LIABILITIES | | | |
| 1 | Shareholders Funds | | | |
| | (a) Share Capital | 6.67 | 1.00 | 1.00 |
| | (b) Share Premium | 2,381.30 | 104.15 | -309.23 |
| | (c) Share Application money pending allotment | 440.36 | - | - |
| 2 | Non-current liabilities | | | |
| | (a) Long-Term Borrowings | 722.57 | 707.67 | 1,170.00 |
| | (b) Long-Term Provisions | 14.12 | 12.51 | 9.86 |
| | (c) Deferred Tax Liabilities (net) | - | - | - |
| 3 | Current Liabilities | | | |
| | (a) Short-Term Borrowings | 104.83 | 59.27 | 95.01 |
| | (b) Trade Payables: | | | |
| | (A) total outstanding dues of micro, small and medium enterprises; and | 8.12 | 4.73 | 3.39 |
| | (B) total outstanding dues of creditors other than micro, small and medium enterprises | 26.87 | 34.20 | 146.75 |
| | (c) Other Current Liabilities | 595.68 | 619.93 | 322.79 |
| | (d) Short-Term Provisions | 413.90 | 90.26 | 33.27 |
| | TOTAL | 4,714.42 | 1,633.72 | 1,472.85 |
| II | ASSETS | | | |
| 1 | Non Current Assets | | | |
| | (a) Property, Plant & Equipment & Intangible Assets | | | |
| | (i) Property, Plant and Equipment | 895.42 | 490.31 | 520.50 |
| | (ii) Intangible Assets | - | - | - |
| | (b) Non-Current Investment | 651.60 | - | - |
| | (c) Other Non-Current Assets | 213.74 | 53.74 | 38.89 |
| | (d) Deferred Tax Assets (Net) | 2.76 | 12.04 | 14.28 |
| 2 | Current Assets | | | |
| | (a) Inventories | - | - | - |
| | (b) Trade Receivables | 444.52 | 245.31 | 19.61 |
| | (c) Cash and Cash Equivalents | 1,137.41 | 558.93 | 13.53 |
| | (d) Short-Term Loans and Advances | 1,093.14 | 222.54 | 834.06 |
| | (e) Other Current Assets | 275.83 | 50.85 | 31.99 |
| | TOTAL | 4,714.42 | 1,633.72 | 1,472.85 |

| RESTATED STATEMENT OF PROFIT & LOSS | | | |
|---|----------------------------------|-------------------------------------|-------------------------------------|
| Amount (Rs. In Lakhs) | | | |
| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 | For the year ended 31.03.2022 |
| I. Revenue from Operations | 2,220.28 | 1,037.65 | 143.67 |
| II. Other Income | 39.53 | 5.86 | 2.32 |
| III. Total Income (I + II) | 2,259.81 | 1,043.51 | 145.99 |
| IV. Expenses: | | | |
| Employee | 163.07 | 94.58 | 33.14 |
| Benefits | 40.34 | 26.72 | 49.46 |
| Expense | 72.53 | 84.59 | 110.61 |
| Finance | 534.89 | 365.18 | 131.89 |
| Costs | | | |
| Depreciation and Amortisation Expense | | | |
| Other Expenses | | | |
| IV. Total Expenses | 810.84 | 571.07 | 325.11 |
| V. Profit before exceptional and extraordinary items and tax (III - IV) | 1,448.97 | 472.44 | (179.12) |
| VI. Exceptional items & Extraordinary Items | | | |
| -Prior Period Items- Provision for expenses | - | - | - |
| VII. Profit before tax (V- VI) | 1,448.97 | 472.44 | (179.12) |
| VIII. | | | |
| Tax | - | - | - |
| expenses | 355. | 56.8 | - |
| e: | 70 | 3 | 32. |
| MAT | - | - | 32 |
| credit | 9. | 2. | 88. |
| entitlement | 28 | 23 | 61 |
| Current | | | |
| Tax | | | |
| Taxes for earlier year | | | |
| Deferred Tax | | | |
| Total Tax Expense | 364.98 | 59.06 | 120.94 |
| IX. Profit (Loss) for the period (VII-VIII) | 1,083.99 | 413.38 | (300.05) |
| X. Earnings per equity share: | | | |
| (1) Basic | 14.74 | 5.63 | (4.09) |
| (2) Diluted | 14.73 | 5.63 | (4.09) |

RESTATED CASH FLOW STATEMENT

| PARTICULARS | Amount (Rs. In Lakhs) | | |
|---|----------------------------------|----------------------------------|----------------------------------|
| | For the year ended 31.03.2024 | For the year ended 31.03.2023 | For the year ended 31.03.2022 |
| A CASH FLOW FROM OPERATING ACTIVITIES: | | | |
| Net Profit before tax | 1,448.97 | 472.44 | (179.12) |
| Prior Period Items | - | - | (17.83) |
| Depreciation & Amortisation | 72.53 | 84.59 | 110.61 |
| Interest Paid | 40.34 | 26.72 | 49.46 |
| Gain on Sale of PPE | (1.14) | - | - |
| Interest Income | (32.57) | (2.53) | (0.87) |
| Operating Profit before Working Capital Changes | 1,528.13 | 581.23 | (37.75) |
| Adjusted for: | | | |
| Trade receivables | (199.21) | (225.70) | (35.36) |
| Short Term Loans & Advances | (870.60) | 611.52 | (147.20) |
| Other Current Assets | (224.99) | (18.85) | 8.34 |
| Trade Payable | (3.95) | (111.21) | 66.03 |
| Other Current Liabilities | (24.25) | 297.14 | 263.30 |
| Short term provision | 323.64 | 56.99 | (41.77) |
| | (999.35) | 609.88 | 113.35 |
| Cash generated/(used) From Operations | 528.79 | 1,191.11 | 75.61 |
| Income Tax adjustments | 355.70 | 56.83 | 32.32 |
| Net Cash generated/(used in) from Operating Activities (A) | 173.08 | 1,134.29 | 43.28 |
| B CASH FLOW FROM INVESTING ACTIVITIES: | | | |
| (Purchase)/Sale of Fixed Assets | (477.64) | (54.41) | - |
| Increase/(Decrease) in Non-Current Investments | (651.60) | - | - |
| Increase/(Decrease) in Other Non-Current Assets | (160.00) | (14.85) | 74.00 |
| Loss/Gain on sale of PPE | 1.14 | - | - |
| Interest Received | 32.57 | 2.53 | 0.87 |
| Net Cash used in Investing Activities (B) | (1,255.53) | (66.73) | 74.87 |
| C CASH FLOW FROM FINANCING ACTIVITIES: | | | |
| Increase in share capital | 5.67 | - | - |
| Increase in share premium | 1,193.17 | - | - |
| Increase in share Application Money | 440.36 | - | - |
| Net Proceeds from long term borrowing | 14.89 | (462.33) | (203.42) |
| Increase/(Decrease) in Non-Current liabilities | 1.61 | 2.65 | 9.86 |
| Net Proceeds from short term borrowing | 45.56 | (35.74) | 95.01 |
| Finance Cost | (40.34) | (26.72) | (49.46) |
| Net Cash used in Financing Activities (C) | 1,660.92 | (522.15) | (148.01) |
| Net Increase/(Decrease) in Cash and Cash Equivalents | 578.48 | 545.40 | (29.85) |
| Cash and Cash Equivalents at the beginning of the year | 558.93 | 13.53 | 43.38 |
| Cash and Cash Equivalents at the end of the year | 1,137.41 | 558.93 | 13.53 |

Note :-

1. Components of Cash & Cash Equivalent

| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 | For the year ended 31.03.2022 |
|------------------------|----------------------------------|----------------------------------|----------------------------------|
| a. Balances with banks | 1,036.40 | 492.34 | 12.37 |
| b. FD with banks | - | - | - |
| c. Cash in hand | 101.01 | 66.59 | 1.16 |
| Total | 1,137.41 | 558.93 | 13.53 |

2. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.
3. Figures in Brackets represents outflow.

SECTION V: GENERAL INFORMATION

BRIEF SUMMARY

Our Company was originally incorporated on June 16, 2011 as a Private Limited Company in the name and style of “Flywings Simulator Training Centre Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra Mumbai. Subsequently, the registered office of the company was shifted from Mumbai to Haryana and a fresh Certificate of Incorporation was issued on February 09, 2022. Further, pursuant to a special resolution of our Shareholders passed in the Extra Ordinary General Meeting held on March 04, 2024, our Company was converted from a Private Limited Company to Public Limited Company and the name of our Company was changed to “Flywings Simulator Training Centre Limited” and a fresh Certificate of Incorporation consequent to conversion was issued on May 28, 2024 by the Registrar of Companies, Central Processing Centre bearing Corporate Identification Number U80903HR2011PLC101229. For details in relation to the incorporation, Change in Registered Office and other details, please refer to the chapter titled “*Our History and Certain Other Corporate Matters*” beginning on page 133 of this Draft Red Herring Prospectus.

For details in relation to the incorporation, Registered Office and other details, please refer to the chapter titled “*Our History and Certain Other Corporate Matters*” beginning on page 133 of this Draft Red Herring Prospectus.

| ISSUE INFORMATION | |
|---|---|
| Registration Number | 101229 |
| Corporate Identification Number | U80903HR2011PLC101229 |
| Date of Incorporation as Private Limited Company | June 16, 2011 |
| Date of Incorporation as Public Limited Company | May 28, 2024 |
| Address of Registered Office | Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar Haryana, India, 122001. Tel: 01244957945 Email: info@fwstc.co.in Website: www.fwstc.co.in |
| Address of Registrar of Companies | Registrar of Companies, Delhi 4 th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019. Tel: 011-26235703 Email: roc.delhi@mca.gov.in Website: www.mca.gov.in |
| Designated Stock Exchange | BSE Limited (“SME Platform of BSE Limited”) P J Towers, Dalal Street, Fort, Mumbai – 400001, Maharashtra, India Website: www.bseindia.com |
| Issue Programme | Anchor Portion Issue Opens / Closes on: [●] Issue Opens on: [●] Issue Closes on: [●] |
| Chief Financial Officer | Ms. Rupal Sanjay Mandavia Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana, India, 122001. Tel: 01244957945 Email: cfo@fwstc.co.in Website: www.fwstc.co.in |
| Company Secretary and Compliance Officer | Mr. Robbin Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana, India, 122001. Tel: 01244957945 Email: cs@fwstc.co.in Website: www.fwstc.co.in |

OUR BOARD OF DIRECTORS

Details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth in the table here under

| Name | Designation | Address | DIN |
|-------------------------------|-------------------------|--|----------|
| Ms. Rupal Sanjay Mandavia | Managing Director | House No. A-3/1101, World Spa East, Near Star Mall, Sector - 30, Gurgaon, Sadar Bazar, Gurgaon-122001, Haryana, India. | 02275347 |
| Mr. Mitul Natvarlal Mandavia | Executive Director | D/215, Sunderdham, Ram Baug Lane, Near Chamunda Maruti Garage, Borivali West, Mumbai – 400092, India. | 10505115 |
| Ms. Kripa Bhargav Mandavia | Non -Executive Director | Sundardham, 2 nd CHS Ltd, Rambaug Lane Poisar, Borivali West, Mumbai-400092, Maharashtra, India. | 08768887 |
| Mr. Sivasubramanian Natrajhen | Independent Director | House No. 5, Luz Avenue, Mylapore, Chennai, Tamil Nadu- 600004, India | 03382684 |
| Ms. Manita Rani | Independent Director | Gurdayal, House No. 198, Bhudha Bhana (157), Sirsa, Nagoki, Haryana-125078, India | 08776330 |

For detailed profile of our Directors, refer “*Our Management*” on page 137 respectively of this Draft Red Herring Prospectus.

INVESTOR GRIEVANCES

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

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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

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

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE OF OUR COMPANY

| BOOK RUNNING LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE |
|---|--|
| GRETEX CORPORATE SERVICES LIMITED A-401, Floor 4 th , Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai, Mumbai-400013, Maharashtra, India. Tel No.: +91 96532 49863 Email: info@gretexgroup.com Website: www.gretexcorporate.com Contact Person: Ms. Rishika Rander SEBI Registration No: INM000012177 CIN: L74999MH2008PLC288128 | BIGSHARE SERVICES PRIVATE LIMITED S6-2, 6 th Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India. Tel. No.: +91 22 6263 8200; Fax No.: +91 22 6263 8299 Email: ipo@bigshareonline.com Investor Grievance Email: investor@bigshareonline.com; Website: www.bigshareonline.com Contact Person: Mr. Babu Rapheal C. SEBI Registration No.: INR000001385 CIN: U99999MH1994PTC076534 |
| LEGAL ADVISOR TO THE ISSUE | STATUTORY AUDITOR OF THE COMPANY |
| Zenith India Lawyers D-49, First Floor, Sushant Lok III Extension Sector 57 Gurugram Haryana-122003, India. | M/s Shah Kailash & Associates LLP Chartered Accountants, |

| | |
|---|---|
| Mobile No.: +919899016169 Email: raj@zilawyers.com Website: www.zilawyers.com Contact Person : Ms. Raj Rani Bhalla | 505, 21 st Century Business Centre, Near World Trade Century, Ring Road, Surat - 395002 Tel No.: +91- 91 97272 47030 E-mail: Skt@Sktilp.com Contact Person: CA Shreyans Shah Membership No.: 170979 Firm Registration No.: 109647W/W100926 Peer Review No: 014169 |
| BANKER TO THE COMPANY | PEER REVIEW AUDITOR FOR THE ISSUE |
| HDFC BANK LIMITED Hero Honda Chowk, Plot No 79, Express Trade Tower, NH 8, Sector 34, Gurugram, Haryana 122001 Contact No.: +91 9350688360 Email Id: sumit.soni@hdfcbank.com Website: www.hdfcbank.com Contact Person: Mr. Sumit Soni | M/s Jay Gupta & Associates, Chartered Accountants, Imax Lohia Square, 23, Gangadhar Babu Lane, 3 rd Floor, Room No. 3A, Kolkata - 700012 Tel No.: +91-9831012639 E-mail: Guptaagarwal.associate@gmail.com Contact Person: Mr. Jay Shankar Gupta Membership No.: 059535 Firm Registration No.: 329001E Peer Review No: 013306 |
| SYNDICATE MEMBER* | BANKERS TO THE ISSUE / SPONSOR BANK* |
| [•] | [•] |

*The Banker to the Issue (Sponsor Bank) and Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus with the Registrar of Companies

CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

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

| Sr. No | Date of Change | From | To | Reason for Change |
|--------|--|---|---|-------------------------|
| 1. | Date of Resignation: May 12, 2024 Date of Appointment: May 17, 2024 | M/s. Jain & Jain LLP Chartered Accountants, 601, Jolly Bhawan No. 2, 51, New Marine Lines, Opp. Nirmala Niketan College, Mumbai-400020, Maharashtra Tel No.: .. +91-98209 80747 E-mail: jjshah74@yahoo.co.in Contact Person: Jubin Shah Membership No.: 110807 Firm Registration No. 103869W/W100630 | M/s Shah Kailash & Associates LLP Chartered Accountants, 505, 21 st Century Business Centre, Near World Trade Century, Ring Road, Surat - 395002 Tel No.: +91 91 97272 47030 E-mail: Skt@Sktilp.com Contact Person: CA Shreyans Shah Membership No.: 170979 Firm Registration No.: 109647W/W100926 Peer Review No: 014169 | Due To other Assignment |

SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>; <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the above-mentioned SEBI link.

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs / mobile applications whose name appears on the SEBI website www.sebi.gov.in at the following path: Home >> Intermediaries / Market Infrastructure Institutions >> Recognized intermediaries >> Self-Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investor shall ensure that when applying in IPO using UPI, the name of his Bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, he / she shall also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the aforesaid list.

SYNDICATE SCSB BRANCHES

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

INVESTORS BANKS OR ISSUER BANKS FOR UPI

In accordance with UPI Circulars, RIIs Applying via UPI Mechanism may apply through the SCSBs and mobile applications, whose names appear on the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>), as 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*' to the SEBI circular, bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

REGISTERED BROKERS

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

REGISTRAR AND SHARE TRANSFER AGENTS

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

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for National Securities Depository Limited CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for Central Depository Services (India) Limited 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.

BROKERS TO THE ISSUE

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

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

Since Gretex Corporate Services Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities amongst Book Running Lead Manager is not required.

CREDIT RATING

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

IPO GRADING

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

EXPERT OPINION

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

Our Company has received written consent dated June 11, 2024 from Peer Review Auditor namely, M/s Jay Gupta & Associates, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of its (i) examination report dated July 19, 2024 on our Restated Financial Information; and (ii) its report dated July 19, 2024 on the statement of Special Tax Benefits in this Draft Red Herring Prospectus. Aforementioned consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. Further, has received written consent dated June 11, 2024 from Statutory Auditor namely, M/s Shah Kailash & Associates LLP, Chartered Accountants to include their name as Statutory Auditor of the Company.

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

TRUSTEES

This is an issue of equity shares hence appointment of trustees is not required.

DEBENTURE TRUSTEES

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

MONITORING AGENCY

Since the proceeds from the Fresh Issue does not exceed 10,000 lakhs in terms of Regulation 262 (1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

GREEN SHOE OPTION

No Green Shoe Option is applicable for this Issue.

APPRAISAL AGENCY

Our Company has not appointed any appraising agency for appraisal of the Project

FILING OF ISSUE DOCUMENT

The Draft Red Herring Prospectus is being filed with SME Platform of BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001, Maharashtra, India.

The Draft Red Herring 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, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus / Prospectus, along with the documents required to be filed under Section 26 and Section 32 of the Companies Act, 2013 will be filed to the Registrar of Companies Office situated at Registrar of Companies, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019, India.

BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and [●] Edition of Regional newspaper of Gurgaon, Haryana where our registered office is situated at least 2 (two) working days prior to the Bid / Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid / Issue Closing Date. Principal parties involved in the Book Building Process are: -

- Our Company;
- The Book Running Lead Manager in this case being Gretex Corporate Services Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with Exchanges and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue and;
- The Designated Intermediaries and Sponsor bank

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

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

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

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid 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 in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “*Issue Procedure*” beginning on page 216 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 216 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20.00 to ₹24.00 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

| Bid Quantity | Amount (₹) | Cumulative Quantity | Subscription |
|--------------|------------|---------------------|--------------|
| 500 | 24.00 | 500 | 16.67% |
| 1000 | 23.00 | 1500 | 50.00% |
| 1500 | 22.00 | 3000 | 100.00% |
| 2000 | 21.00 | 5000 | 166.67% |
| 2500 | 20.00 | 7500 | 250.00% |

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

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 216 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid / Issue Program:

| Event | Indicative Dates |
|---|------------------|
| Bid / Issue Opening Date | [●] |
| Bid / Issue Closing Date | [●] |
| Finalization of Basis of Allotment with the Designated Stock Exchange | [●] |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account | [●] |
| Credit of Equity Shares to Demat accounts of Allottees | [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange | [●] |

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

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

accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid / Issue Closing Date). On the Bid / Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid / Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and SME platform of BSE Limited taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid / Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid / Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid / Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid / Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software / hardware system or otherwise. In accordance with 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 / Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company in consultation with Book Running Lead Manager, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within 1 (one) Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement is dated June 11, 2024. Pursuant to the terms of the Underwriting Agreement the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriter have indicated its intention to underwrite the following number of specified securities being offered through this Issue:

| Details of the Underwriter | No. of shares underwritten | Amount Underwritten (₹ in Lakh) | % of the Total Issue Size Underwritten |
|--|----------------------------|---------------------------------|--|
| Gretex Corporate Services Limited A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai, Mumbai - 400013 Maharashtra, India. Tel. No.: +91 96532 49863 | [•] | [•] | [•] |

| Details of the Underwriter | No. of shares underwritten | Amount Underwritten (₹ in Lakh) | % of the Total Issue Size Underwritten |
|--|----------------------------|---------------------------------|--|
| Email: info@gretexgroup.com Website: www.gretexcorporate.com Contact Person : Ms. Rishika Rander SEBI Registration No.: INM000012177 CIN: L74999MH2008PLC288128 | | | |
| Gretex Share Broking Limited A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai, Mumbai - 400013 Maharashtra, India. Tel. No.: +91 22 6930 8500/01 Email: compliance@gretexbroking.com Contact Person: Mr. Deepak Navinchandra Shah SEBI Registration No: INZ000166934 Market Maker Member Code.: 90287 | [•] | [•] | [•] |
| TOTAL | [•] | [•] | [•] |

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

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Book Running Lead Manager shall be responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the underwriting agreement, will also be required to procure / subscribe to Equity Shares to the extent of the defaulted amount. If the Underwriter(s) fails to fulfil its underwriting obligations as set out in the Underwriting Agreement, the Book Running Lead Manager shall fulfil the underwriting obligations in accordance with the provisions of the Underwriting Agreement.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into Market Making Agreement dated June 11, 2024, with the Book Running Lead Manager and Market Maker to fulfil the obligations of Market Making:

The details of Market Maker are set forth below:

| | |
|---|--|
| Name | Gretex Share Broking Limited |
| Address | A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls Dadar (W), S V S Marg, Mumbai- 400028, Maharashtra, India |
| Tel No. | +91 22 6930 8500/01 |
| Email | compliance@gretexbroking.com |
| Contact Person | Mr. Deepak Navinchandra Shah |
| CIN | U65900MH2010PLC289361 |
| SEBI Registration No. | INZ000166934 |
| Market Maker Registration No. (SME Segment of BSE Limited) | SME MM0617628062012 |

Gretex Share Broking Limited, registered with SME Platform of BSE Limited and Emerge Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the Market Making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the SME Platform of BSE Limited and SEBI regarding this matter from time to time.

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

- 1) The Market Maker (shall individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by 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 prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the SME Platform of BSE Limited (“BSE SME”) and SEBI from time to time.
- 3) The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform of BSE Limited (“BSE SME”) in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME Platform of BSE Limited (“BSE SME”) from time to time).
- 4) The minimum depth of the quote shall be ₹1.00 Lakhs. However, the investors with holdings of value less than ₹1.00 Lakhs shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 5) 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% (Including the 5% of Equity Shares of the Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Equity Shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
- 6) There shall be no exemption / threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
- 7) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
- 8) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Gretex Share Broking Limited is acting as the sole Market Maker.
- 9) The shares of the Company will be traded in continuous trading session from the time and day the company gets listed at SME platform of BSE Limited and Market Maker will remain present as per the guidelines mentioned under the BSE Limited and SEBI circulars.
- 10) 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.
- 11) The Market Maker shall have the right to terminate said arrangement by giving a three-month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.
- 12) 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 Book Running 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 Book Running 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. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.
- 13) SME platform of BSE Limited will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.
- 14) SME platform of BSE 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.

- 15) 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.
- 16) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME platform of BSE Limited

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

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

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

- 2) 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.

On the first day of listing, there will be a pre-open session (call auction) and there after 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. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

SECTION VI: CAPITAL STRUCTURE

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

| Sr. No. | Particulars | Amount | |
|-----------|--|-------------------------------|--------------------------------|
| | | (₹ in Lakh except share data) | |
| | | Aggregate Nominal Value | Aggregate value at Issue Price |
| A. | Authorised Share Capital (1) | | |
| | 1,20,00,000 Equity Shares of ₹ 10.00 each | 1,200.00 | - |
| B. | Issued, Subscribed and Paid-Up Share Capital before the Issue | | |
| | 76,64,328 Equity Shares of ₹ 10.00 each | 766.43 | - |
| C. | Present Issue in terms of this Draft Red Herring Prospectus (2) | | |
| | Issue of upto 30,33,000* Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) | Upto 303.30 | [●] |
| | Which comprises: | | |
| D. | Reservation for Market Maker portion | | |
| | Upto [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) | [●] | [●] |
| E. | Net Issue to the Public (3) | | |
| | Upto [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) | [●] | [●] |
| | Of which (2): | | |
| | Upto [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) will be available for allocation to Retail Individual Investors of up to ₹ 2.00 Lakh | [●] | [●] |
| | Upto [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) will be available for allocation to Qualified Institutional Buyers of above ₹ 2.00 Lakhs | [●] | [●] |
| | Upto [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) will be available for allocation to Non-Institutional Investors of above ₹ 2.00 Lakh | [●] | [●] |
| F. | Issued, Subscribed and Paid-up Share Capital after the Issue | | |
| | Upto [●] Equity Shares of ₹ 10.00 each | [●] | [●] |
| G. | Securities Premium Account | | |
| | Before the Issue | 863.67 | |
| | After the Issue | [●] | |

* Assuming Full Subscription

⁽¹⁾ For details in relation to the changes in the authorised share capital of our Company, please refer to section titled “History and Certain Other Corporate Matters – Amendments to our Memorandum of Association” on page 133.

⁽²⁾ The Issue has been authorized by a resolution of our Board of Directors through their meeting dated May 30, 2024 and by a special resolution of our Shareholders at Extraordinary General Meeting dated June 07, 2024.

⁽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 Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

CLASS OF SHARES

As on date of this Draft Red Herring Prospectus, our Company has only one class of shares i.e., Equity Shares of ₹10.00 each. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

NOTES TO CAPITAL STRUCTURE

1. Changes in Authorized Equity Share Capital of our Company

| Sr. No. | Particulars of increase | Cumulative No. of Equity Shares | Face Value (₹) | Cumulative Authorized Share Capital | Date of Meeting | Whether AGM / EGM |
|---------|-------------------------------|---------------------------------|----------------|-------------------------------------|-------------------|-------------------|
| 1. | On Incorporation | 50,000 | 10.00 | 5,00,000.00 | Incorporation | N.A. |
| 2. | Increase in Authorise Capital | 49,50,000 | 10.00 | 5,00,00,000.00 | November 25, 2023 | EGM |
| 3. | Increase in Authorise Capital | 70,00,000 | 10.00 | 12,00,00,000.00 | March 04, 2024 | EGM |

2. History of Issued and Paid-Up Share Capital of our Company

The history of the equity share capital of our Company is set forth below:

| Date of allotment | Number of Equity Shares allotted | Face value (₹) | Issue Price (₹) | Nature of Consideration | Nature of allotment | Cumulative number of Equity Shares | Cumulative paid-up Equity Share capital (₹) | Cumulative Securities Premium (₹) |
|--------------------|----------------------------------|----------------|-----------------|-------------------------|---------------------------|------------------------------------|---|-----------------------------------|
| Upon Incorporation | 10,000 | 10.00 | 10.00 | Cash | Subscriber to the MOA (I) | 10,000 | 1,00,000 | - |
| January 06, 2024 | 50,000 | 10.00 | 200.00 | Cash | Right Issue (II) | 60,000 | 6,00,000 | 95,00,000 |
| January 22, 2024 | 4,601 | 10.00 | 16,499.00 | Cash | Private Placement (III) | 64,601 | 6,46,010 | 8,53,65,889 |
| January 29, 2024 | 2,059 | 10.00 | 16,499.00 | Cash | Private Placement (IV) | 66,660 | 6,66,600 | 11,93,16,740 |
| April 22, 2024 | 2,388 | 10.00 | 18,018.00 | Cash | Private Placement (V) | 69,048 | 6,90,480 | 16,23,19,844 |
| May 22, 2024 | 75,95,280 | 10.00 | 10.00 | Other than cash | Bonus Issue (VI) | 76,64,328 | 7,66,43,280 | 8,63,67,044 |
| Total | 76,64,328 | | | | | | | |

I. Initial Subscribers to the Memorandum of Association of our Company incorporated on June 16, 2011 of Face Value of ₹ 10.00 each as per details given below on Incorporation:

| Sr. No | Names of Allottees | Number of Equity Shares |
|--------|---------------------------------------|-------------------------|
| 1 | Ms. Rupal Sanjay Mandavia | 5,000 |
| 2 | Mr. Jyotsana Ramesh Chandra Chaudhary | 5,000 |
| | Total | 10,000 |

II. Right Issue of 50,000 Equity Shares allotted on January 06, 2024 having Face Value of ₹ 10.00 each as per details given below on:

| Sr. No | Names of Allottees | Number of Equity Shares |
|--------|---------------------------|-------------------------|
| 1 | Ms. Rupal Sanjay Mandavia | 50,000 |
| | Total | 50,000 |

III. Issue of 4,601 Equity Shares allotted on January 22, 2024 having Face Value of ₹10.00 each pursuant to Private Placement (III) as per details given below:

| Sr. No | Names of Allottees | Number of Equity Shares |
|--------|---|-------------------------|
| 1 | M/s. Core Inc | 1,667 |
| 2 | Mr. Kapil Mahesh Kothari | 682 |
| 3 | Ms. Maryam Maqbool Dhoki | 682 |
| 4 | M/s. Sahanbuti Consultant Private Limited | 303 |
| 5 | M/s. Visisth Services Limited | 303 |
| 6 | Mr. Rajendra Bhutra | 151 |
| 7 | Ms. Anju Devi Bhutra | 151 |
| 8 | Ms. Ankita Rathi | 270 |
| 9 | Ms. Aruna Devi Lohia | 90 |
| 10 | Mr. Sushil Lahoti | 151 |
| 11 | Mr. Shashi Lahoti | 151 |
| | Total | 4,601 |

IV. Issue of 2,059 Equity Shares allotted on January 29, 2024 having Face Value of ₹10.00 each pursuant to Private Placement (IV) as per details given below:

| Sr. No. | Name | No. of Equity Shares |
|---------|--------------------------------------|----------------------|
| 1 | M/s. Bazz Commotrade Private Limited | 606 |
| 2 | Ms. Nandini Agarwal | 454 |
| 3 | Ms. Mala | 454 |
| 4 | Ms. Shreya Mehrotra | 242 |
| 5 | Ms. Gazala Jumma Pothiwala | 303 |
| | TOTAL | 2,059 |

V. Issue of 2,388 Equity Shares allotted on April 22, 2024 having Face Value of ₹10.00 each pursuant to Private Placement (V) as per details given below:

| Sr. No. | Name | No. of Equity Shares |
|---------|------------------------------|----------------------|
| 1 | M/s. Viney Equity Market LLP | 1,110 |
| 2 | Mr. Parveen Gupta | 500 |
| 3 | Mr. Prashant Tandon | 167 |
| 4 | Ms. Shivangi Kunal Jain | 56 |
| 5 | Ms. Jyotivardhan Jaipuria | 555 |
| | TOTAL | 2,388 |

VI. Bonus Issue of 79,95,280 Equity Shares in the ratio of (110:1) allotted on May 22, 2024 having Face Value of ₹ 10.00 each as per details given below:

| Sr. No. | Name | No. of Equity Shares |
|---------|--------------------------------------|----------------------|
| 1. | Ms. Rupal Sanjay Mandavia | 66,00,000 |
| 2. | Ms. Ria Dinesh Malpani | 3,300 |
| 3. | Ms. Nandini Agarwal | 49,940 |
| 4. | Ms. Sapna Rathi | 3,300 |
| 5. | Ms. Sangeeta Surana | 3,300 |
| 6. | Ms. Mala | 49,940 |
| 7. | Ms. Maryam Maqbool Dhoki | 75,020 |
| 8. | Mr. Kapil Mahesh Kothari | 75,020 |
| 9. | M/s. Core Inc (Wasim Javed Dalal) | 1,83,370 |
| 10. | M/s. Bazz Commotrade Private Limited | 66,660 |
| 11. | Ms. Ankita Rathi | 3,300 |

| | | |
|-----|------------------------------|------------------|
| 12. | Ms. Anju Devi Bhutra | 16,610 |
| 13. | Mr. Rajendra Bhutra | 16,610 |
| 14. | Ms. Puja Chandak | 3,300 |
| 15. | Mr. Mahabir Somani | 3,300 |
| 16. | Ms. Aruna Devi Lohia | 9,900 |
| 17. | Ms. Shashi Lahoti | 16,610 |
| 18. | Mr. Sushil Lahoti | 16,610 |
| 19. | Ms. Shreya Mehrotra | 26,620 |
| 20. | Mr. Visisth Services Limited | 33,330 |
| 21. | Mr. Javed Aslam | 33,330 |
| 22. | Mr. Suresh Kumar Saboo | 3,300 |
| 23. | Priyanka Gupta | 3,300 |
| 24. | Mr. Gazala Jumma Pothiawala | 33,330 |
| 25. | Mr. Abhishek Sukhani | 3,300 |
| 26. | M/s. Viney Equity Market LLP | 1,22,100 |
| 27. | Mr. Parveen Gupta | 55,000 |
| 28. | Mr. Prashant Tandon | 18,370 |
| 29. | Ms. Shivangi Kunal Jain | 6,160 |
| 30. | Mr. Jyotivardhan Jaipuria | 61,050 |
| | Total | 75,95,280 |

3. We have not issued any Equity Shares for consideration other than cash apart from mentioned in point VI above.
4. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 and Section 230-234 of the Companies Act, 2013.
5. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
6. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
7. Issue of Equity Shares at price lower than the Issue Price during the preceding 1 (one) year:

Our Company has not issued any Equity Shares at a price lower than the Issue Price during a period of one year preceding the date of this Draft Red Herring Prospectus, except as disclosed below:

| Date of Allotment | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons of Allotment | Benefits accrued to company | Allottees | No. of Shares Allotted |
|----------------------|----------------------|----------------|-----------------|----------------------|---------------------------------------|--------------------------------------|------------------------|
| May 22, 2024 | 75,95,280 | 10.00 | - | Bonus Issue | Capitalization of Reserves & Surplus* | Ms. Rupal Sanjay Mandavia | 66,00,000 |
| | | | | | | Ms. Ria Dinesh Malpani | 3,300 |
| | | | | | | Ms. Nandini Agarwal | 49,940 |
| | | | | | | Ms. Sapna Rathi | 3,300 |
| | | | | | | Ms. Sangeeta Surana | 3,300 |
| | | | | | | Ms. Mala | 49,940 |
| | | | | | | Ms. Maryam Maqbool Dhoki | 75,020 |
| | | | | | | Mr. Kapil Mahesh Kothari | 75,020 |
| | | | | | | M/s. Core Inc. (Wasim Javid Dalal) | 1,83,370 |
| | | | | | | M/s. Bazz Commotrade Private Limited | 66,660 |
| | | | | | | Ms. Ankita Rathi | 3,300 |
| | | | | | | Ms. Anju Devi Bhutra | 16,610 |
| | | | | | | Mr. Rajendra Bhutra | 16,610 |
| | | | | | | Ms. Puja Chandak | 3,300 |
| Mr. Mahabir Somani | 3,300 | | | | | | |
| Ms. Aruna Devi Lohia | 9,900 | | | | | | |

| Date of Allotment | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons of Allotment | Benefits accrued to company | Allottees | No. of Shares Allotted |
|-------------------|----------------------|----------------|-----------------|----------------------|-----------------------------|------------------------------|------------------------|
| | | | | | | Ms. Shashi Lahoti | 16,610 |
| | | | | | | Mr. Sushil Lahoti | 16,610 |
| | | | | | | Ms. Shreya Mehrotra | 26,620 |
| | | | | | | Mr. Visisth Services Limited | 33,330 |
| | | | | | | Mr. Javed Aslam | 33,330 |
| | | | | | | Mr. Suresh Kumar Saboo | 3,300 |
| | | | | | | Priyanka Gupta | 3,300 |
| | | | | | | Mr. Gazala Jumma Pothiawala | 33,330 |
| | | | | | | Mr. Abhishek Sukhani | 3,300 |
| | | | | | | M/s. Viney Equity Market LLP | 1,22,100 |
| | | | | | | Mr. Parveen Gupta | 55,000 |
| | | | | | | Mr. Prashant Tandon | 18,370 |
| | | | | | | Ms. Shivangi Kunal Jain | 6,160 |
| | | | | | | Mr. Jyotivardhan Jaipuria | 61,050 |
| Total | | | | | | | 75,95,280 |

**Above allotment of shares has been made from reserve of Securities Premium .*

8. Our Shareholding Pattern

- a) The table below presents the current shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus



| Category (I) | Category of shareholder (II) | Nos. 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 nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) | | | No. of Underlying Outstanding convertible securities (including Warrants) (X) | Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2) | Number of Locked in shares (XII) | | Number of Shares pledged or otherwise encumbered (XIII) | | Number of equity shares held in dematerialized form (XIV)* | |
|--------------|--------------------------------|----------------------------|--|--|---|--|---|---|----------|-------------------------|---|---|----------------------------------|---------------------------------|---|---------------------------------|--|------------------|
| | | | | | | | | No of Voting Rights | | Total as a % of (A+B+C) | | | No | As a % of total Shares held (b) | No | As a % of total Shares held (b) | | |
| | | | | | | | | Class-Equity | Class | | | | | | | | | Total |
| A | Promoter & Promoter Group | 01 | 66,60,000 | - | - | 66,60,000 | 86.90 | 66,60,000 | - | 66,60,000 | 86.90 | - | 86.90 | - | - | - | - | 66,60,000 |
| B | Public | 32 | 10,04,328 | - | - | 10,04,328 | 13.10 | 10,04,328 | - | 10,04,328 | 13.10 | - | 13.10 | - | - | - | - | 10,04,328 |
| C | Non -Promoter Non -Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C1 | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C2 | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total | 33 | 76,64,328 | - | - | 76,64,328 | 100.00 | 76,64,328 | - | 76,64,328 | 100.00 | - | 100.00 | - | - | - | - | 76,64,328 |

Notes

(a) As on date of this Draft Red Herring Prospectus 1 Equity share holds 1 vote.

(b) We have only one class of Equity Shares of face value of ₹10.00 each.

(c) Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the Stock Exchange before commencement of trading of such Equity Shares.

*Our Company has filed Corporate Action documents with depositories i.e. Central Depository Services (India) Limited for the credit of Shares issued by way of Bonus allotment dated May 22, 2024. However, the same is under process for 55,000 shares only, rest all are into the demat form.

b) Equity Shareholding of Directors and Key Managerial Personnel and senior management in our Company:

Except as stated below, none of our directors or Key Managerial Personnel or senior management hold any Equity Shares in our Company:

| Sr. No. | Name of Shareholder | No. of Equity Shares | % of Pre-Issue Capital | No. of Equity Shares | % of Post-Issue Capital |
|---------|---------------------------|----------------------|------------------------|----------------------|-------------------------|
| 1 | Ms. Rupal Sanjay Mandavia | 66,60,000 | 86.90 | 66,60,000 | ● |
| | Total | 66,60,000 | 86.90 | 66,60,000 | ● |

c) List of shareholders holding 1% or more of the paid-up capital of our Company as on date of this Draft Red Herring Prospectus:

| Sr. No. | Name of Shareholder | No. of Equity Shares | % of Pre-Issue Capital |
|---------|------------------------------|----------------------|------------------------|
| 1 | Ms. Rupal Sanjay Mandavia | 66,60,000 | 86.90 |
| 2 | M/s. Core Inc | 1,85,037 | 2.41 |
| 3 | M/s. Viney Equity Market LLP | 1,23,210 | 1.61 |
| | Total | 69,68,247 | 90.92 |

d) List of shareholders holding 1% or more of the paid-up capital of our company as on date ten days prior to the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of Shareholder | No. of Equity Shares | % of Pre-Issue Capital |
|---------|------------------------------|----------------------|------------------------|
| 1 | Ms. Rupal Sanjay Mandavia | 66,60,000 | 86.90 |
| 2 | M/s. Core Inc | 1,85,037 | 2.41 |
| 3 | M/s. Viney Equity Market LLP | 1,23,210 | 1.61 |
| | Total | 69,68,247 | 90.92 |

e) List of shareholders holding 1% or more of the paid-up capital of our company as on date one year prior to the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of Shareholder | No. of Equity Shares | % of Pre-Issue Capital |
|---------|-------------------------------|----------------------|------------------------|
| 1 | Ms. Rupal Sanjay Mandavia | 9,100 | 91.00 |
| 2 | Mr. Sanjay Natvarlal Mandavia | 900 | 1.00 |
| | Total | 10000 | 100.00 |

f) List of shareholders holding 1% or more of the paid-up capital of our company as on date two year prior to the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of Shareholder | No. of Equity Shares | % of Pre-Issue Capital |
|---------|-------------------------------|----------------------|------------------------|
| 1 | Ms. Rupal Sanjay Mandavia | 9,100 | 91.00 |
| 2 | Mr. Sanjay Natvarlal Mandavia | 900 | 1.00 |
| | Total | 10,000 | 100.00 |

9. Our Company has not issued any convertible instruments like warrants, debentures etc. Since its Incorporation:

Further, there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus

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

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of this Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue.

12. Our Company does not intend to alter its capital structure within six months from the date of opening of the issue, by way of split / consolidation of the denomination of Equity Shares. 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 listing of equity shares 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 of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

13. Details of our Promoter Shareholding.

As on the date of this Draft Red Herring Prospectus, our Promoter Ms. Rupal Sanjay Mandavia holds 86.90% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

Build-up of our Promoters' shareholding in our Company:

| Date of Allotment / Transfer | Number of Equity Shares | Face Value (₹) | Issue / Acquisition/ Transfer Price (₹) | Nature of Consideration | Nature of transaction | % of pre-Issue equity share capital | % of post Issue equity share capital |
|----------------------------------|-------------------------|----------------|---|-------------------------|--|-------------------------------------|--------------------------------------|
| Ms. Rupal Sanjay Mandavia | | | | | | | |
| June 16, 2011 | 5,000 | 10.00 | 10.00 | Cash | Subscribers to Memorandum | 0.07 | [●] |
| April 10, 2019 | 4,100 | 10.00 | - | Other than Cash | Transfer from Sanjay Mandavia | 0.05 | [●] |
| January 06, 2024 | 50,000 | 10.00 | 200.00 | Cash | Right Issue | 0.65 | [●] |
| March 01, 2024 | 900 | 10.00 | - | Other than Cash | Transfer through Gift from Sanjay Mandavia | 0.01 | [●] |
| May 22, 2024 | 66,00,000 | 10.00 | - | Other than Cash | Bonus Issue | 86.11 | [●] |
| | 66,60,000 | | | | | 86.90 | [●] |

Notes:

- (a) Except 20,000 shares belonging to our Promoter Ms. Rupal Sanjay Mandavia have been pledged till date.
- (b) The entire Promoter's shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Red Herring Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations
- (c) All the shares held by our Promoter, were fully paid-up on the respective dates of acquisition of such shares

The shareholding pattern of our Promoter and Promoter Group before and after the Issue is set forth below:

| Sr. No. | Particulars | Pre-Issue | | Post-Issue | |
|-----------|---------------------------|------------------|--------------|------------------|------------|
| | | No. of Shares | % Holding | No. of Shares | % Holding |
| A) | Promoter | | | | |
| 1. | Ms. Rupal Sanjay Mandavia | 66,60,000 | 86.90 | 66,60,000 | [●] |
| | Total (A) | 66,60,000 | 86.90 | 66,60,000 | [●] |
| B) | Promoter Group | | | | |
| 1. | NA | NA | NA | NA | NA |
| | Total (B) | NA | NA | NA | [●] |
| | Total (A+B) | 66,60,000 | 86.90 | 66,60,000 | [●] |

14. The average cost of acquisition of or subscription of shares by our Promoter is set forth in the table below:

| Sr. No. | Name of the Promoter | No. of Shares held | Average cost of Acquisition (in ₹) |
|---------|---------------------------|--------------------|------------------------------------|
| 1. | Ms. Rupal Sanjay Mandavia | 66,60,000 | 1.51 |

15. We have 32 (Thirty-Two) Shareholders as on the date of this Draft Red Herring Prospectus

16. We hereby confirm that:

Except as stated below, there has been no acquisition, sale or transfer of Equity Shares by our Promoter, Promoter Group, Directors and their immediate relatives in the last 6 months preceding the date of filing of this Draft Red Herring Prospectus.

| Date of Allotment / Transfer | Name of Shareholder | No. of Equity Shares allotted / Transferred / Acquired | % of Pre-Issue Capital | Subscribed / Acquired / Transfer | Category of Allottees (Promoter / Promoter Group / Director / Relatives) |
|------------------------------|---------------------------|--|------------------------|---|--|
| March 01, 2024 | Ms. Rupal Sanjay Mandavia | 900 | 0.01 | Transfer of shares from Sanjay Mandavia through a Gift Deed | Promoter |
| May 22, 2024 | Ms. Rupal Sanjay Mandavia | 66,00,000 | 86.11 | Subscribed through Bonus Issue | Promoter |

No financing arrangements have been entered into by the members of the Promoter Group, the Directors, or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Draft Red Herring Prospectus.

17. Details of Promoters' Contribution and Lock-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post issue capital held by our Promoter shall be considered as Promoter's Contribution ("Promoter's Contribution") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Red Herring Prospectus, our Promoter hold 66,60,000 Equity Shares constituting [●] % of the post-Issued, subscribed and paid-up Equity Share Capital of our Company, which is eligible for the Promoter's contribution.

Our Promoter has given written consent to include upto 21,40,000# Equity Shares held by her and subscribed by her as part of Promoters' Contribution constituting 20% of the post issue Equity Shares of our Company. Further, she has agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's contribution, for a period of three years from the date of allotment in the Issue.

| Date of Allotment / transfer and made fully paid up | No. of Equity Shares locked in | Face Value Per Share (₹) | Issue / Acquisition / Transfer Price (₹) | Nature of transaction | Post-Issue Shareholding % | Lock in Period |
|---|--------------------------------|--------------------------|--|-----------------------|---------------------------|----------------|
| Ms. Rupal Sanjay Mandavia | | | | | | |
| January 6, 2024 | 50,000 | 10.00 | 200.00 | Rights Issue | [●] | 3 years |
| May 22, 2024 | 20,90,000 | 10.00 | Nil | Bonus Allotment | | 3 years |
| Total | 21,40,000 | | | | [●] | |

Assuming full subscription to the Issue.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- The Equity Shares offered for minimum 20% Promoter's Contribution have not been acquired in the three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoter's contribution;
- The minimum Promoter's contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price;
- No equity shares have been issued to our Promoter upon conversion of a partnership firm during the preceding one year at a price less than the Issue Price
- The Equity Shares held by the Promoter and offered for minimum Promoter's contribution are not subject to any pledge;
- All the Equity Shares of our Company held by the Promoter are in dematerialized form and

- f) The Equity Shares offered for Promoter's contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter contribution subject to lock-in.

We further confirm that our Promoter's Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.

18. Equity Shares locked-in for one year other than Minimum Promoters' Contribution

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoter's contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting [●] Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription 'non-transferable' along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

19. Inscription or recording of non-transferability

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

20. Pledge of Locked in Equity Shares

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoter can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

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

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

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

21. Transferability of Locked in Equity Shares

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of SEBI (SAST) Regulations, 2011 as applicable;

The Equity Shares held by our Promoter and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoter or any person of the Promoter Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

The equity shares held by persons other than promoter and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoter's Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

- 22.** Our Company, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

23. As on date of this Draft Red Herring Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
24. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoter or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer
25. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running 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. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “Basis of Allotment” in the chapter titled “Issue Procedure” beginning on page 216 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
27. An over-subscription to the extent of 10% of the Net Issue 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 Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
28. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
29. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
30. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
31. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
32. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
33. There are no Equity Shares against which depository receipts have been issued.
34. As per RBI regulations, OCBs are not allowed to participate in this issue
35. This Issue is being made through Book Built Method.
36. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoter to the persons who receive allotments, if any, in this Issue.
37. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
38. None of our Promoter and Promoter Group will participate in the Issue.
39. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter Group between the date of filing this Draft Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

SECTION VII: PARTICULARS OF THE ISSUE

OBJECT OF THE ISSUE

The Issue includes a fresh Issue of upto 30,33,000 Equity Shares at an Issue Price of ₹ [●] per Equity Share.

FRESH ISSUE

The details of the proceeds of the Fresh Issue are summarized below:

| | (₹ in Lakhs) |
|-------------------------------------|--------------|
| Particulars | Amount |
| Gross Proceeds from the Fresh Issue | [●] |
| Less: Issue related expenses* | [●] |
| Net Proceeds of the Fresh Issue | [●] |

*These expenses do not include any GST chargeable or TDS deductible.

REQUIREMENTS OF FUNDS

Our Company intends to utilize the Net Fresh Issue Proceeds for the following Objects (“Objects of the Issue”):

- a) Investing in Foreign Entity to make 100% Foreign Subsidiary Company
- b) Capital Expenditure
- c) General Corporate Purposes

In addition to the aforementioned objects, our Company intends to strengthen its capital base and expects to receive the benefits of listing of the Equity Shares on the Stock Exchange, including among other things, enhancing the visibility of our brand and our Company among our existing and potential customers.

We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities. Our company specializes in providing comprehensive training services tailored for commercial aircraft operations. These services encompass a wide range of critical areas including Generic Aviation, In-flight Services, Basic First Aid, Inter-Department Coordination, Voice & Accent Training, In-flight Procedures, Personality Development, Passenger Handling, Grooming Standards, Safety Emergency Procedures, Door Operations, Emergency Evacuation, In-flight Fire Fighting, and Ditching Drills.

The main object clause and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Issue. The existing activities of our Company are within the object clause of our Memorandum. The Fund requirement and deployment is based on internal management estimates and has not been appraised by any bank and financial institution.

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF NET PROCEEDS

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

| | | | | (₹ in lakhs) |
|---------|---|-----------------------------|---|---|
| Sr. No. | Particulars | Total Estimated Expenditure | Amount Deployed till Date of Filing this Document | Amount to be Financed and deployed from Net Proceeds by the Financial Year ended March 31, 2025 |
| 1 | Investing in Foreign Entity to make 100% Foreign Subsidiary Company | 1,298.13 | 83.75 | 1,214.38 |
| 2 | Capital Expenditure | 3,432.48 | 0.00 | 3,432.48 |
| 3 | General Corporate Purposes* | [●] | -- | [●] |
| | Total | [●] | -- | [●] |

*General Corporate Purpose shall not exceed 25% of the Net Issue Proceeds

Means of Finance:

The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals.

Since the fund requirements set out for the aforesaid Objects of the Issue are proposed to be met entirely from the Net Proceeds and internal accruals. Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI (ICDR) Regulations, 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

The fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution or any other independent agency. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through an Internal Accruals or Unsecured Loans or a combination of both.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as foreign currency fluctuations, economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the chapter titled "**Risk Factors**" beginning on page 31 of this Draft Red Herring Prospectus.

1) Investing in Foreign Entity to make 100% Foreign Subsidiary Company

Currently the company is actively providing cabin-crew related training facilities. However, Pilot trainings are provided through third party in India. Our company intends to spread its wings across the globe. We intend to deliver accurate, real time aerodynamic experience in our training to combat every situation in relation to aviation industry.

As an anticipated plan of expansion and tapping the market of Aviation Training industry, particularly pilot training leading to expanding our training facilities and to support the inorganic growth of our company, we intend strategic acquisition of 100% equity shares of M/s. Skyhawk Aviation (Pty) Limited (hereinafter referred to as the "Skyhawk") having paid up and issued share capital of 100 equity shares with a face value of ZAR 1 per share. This acquisition of Share Capital, when concluded, will result in the control and ownership of Skyhawk Aviation and the additional base at Rustenburg Airfield in the name of Skyhawk Aviation (Pty) Limited, reverting directly to Flywings Simulator Training Centre in totality.

Skyhawk is engaged in business of providing training services to aviation industry. The acquisition is being carried out to diversify customer base and strengthen our service base. Specifically, the training school is specialised in Pilot training services along with simulators and advanced equipments.

Skyhawk has agreed to transfer the running aviation schooling business located at Hangar 30, Gate 5 Lanseria International Airport, Johannesburg, South Africa, and its additional base at Rustenburg Airfield vide MOU dated July 01, 2024.

We intend to deploy ₹ 1,298.13 Lakhs (i.e US \$ 15.50 lakhs converted @ ₹83.7504 as per exchange rate as on 26-07-2024) towards 100% acquisition of shares of Skyhawk to acquire the said training facility. We have executed an MOU for referring, executing and procuring all relevant valuation, due diligence with detailed breakdown of the same.

The sale of the entire Share Capital held by the Directors of Skyhawk will only be finalised once a Due Diligence Report has been satisfactorily concluded and presented to all the Parties as well as all legal and statutory requirements being complied with and as well as the approval of the South African Revenue Service for the sale being received.

Our company is yet to execute the definitive agreements which Share Purchase Agreement, Non-compete agreement and lease and sale agreement for the premises of Skyhawk. For further details, please refer risk factor "We have not entered into definitive agreements for the acquisition of Skyhawk Aviation Pty Limited. The completion of the Skyhawk acquisition is subject to a number of conditions, which may not be fulfilled or waived" on page 25 of this Draft Red

Herring Prospectus. Our Company has already deployed US \$. 1.00 lakh in the nature of token money to acquire stake in Skyhawk pursuant to MOU dated July 01, 2024.

This strategic investment will help the company to tap international market and understand the needs of aviation industry and maintain a globally acclaimed status and quality of training worldwide. This will further enhance the training institutes in India gaining experience and exposure of globally accepted quality of training.

2) Capital Expenditure

Our Capital Expenditure comprises acquisition of Aircrafts, Simulators and Training Doors.

Our Company intends to invest in Machinery and Equipments to enable us to cater to the training needs of aviation industry. We intend to excel in training our candidates and create a real time experience during training the candidates. In order to cater to the rising demand for esteemed training with quality and assurance of skilled candidates in aviation industry, acquiring simulators, Training doors and equipments shall provide accurate training to our candidates leading to skilled trainees and provide real-time experience of an aircraft.

The aircrafts as intended to be acquired out of issue proceeds shall be delivered at South Africa where as Ferry Flight and 172 S One Cessna shall be used to provide training in India.

The doors and simulators shall be delivered in India in order to be put to use in relation to provide skilled training to our candidates in our Training Institute.

The below mentioned equipments shall be stationed at our existing premises except Aircrafts.

We have received quotations for cost estimates and specifications as required, details of which are tabulated as below:

| (₹ in Lakhs) | | | | |
|--------------|---|-----|------------|--|
| Sr. No. | Description | Qty | ₹ in Lakhs | Details |
| 1 | Aircraft : One DA 42 | 1 | 439.69 | Quotation received from Skyview Aviation LLC for US \$ 11,89,450.00 having valid for 24 months until May 20, 2026 which will be delivered in South Africa at Training Centre to be acquired. |
| | Aircraft : One Cessna 172S | 2 | 469.00 | |
| | Ferry Flight : KTCY to JNB -DA42 Ferry Flight | 1 | 40.62 | |
| | Containerization : One Cessna 172S Dismantle and containerization | 2 | 19.60 | |
| | Brokerage : 3 Aircraft 5% Acquisition Fee | 1 | 27.26 | |
| 2 | A350 Main Door Trainer | 1 | 281.49 | Quotation received from Spatial Composite Solutions FZ LLC of US \$ 3,36,100 having validity until December 31, 2024 which will be ready for training until week 34 from date of Order. |
| 3 | Fixed Base Flight Simulator : Airbus A320 | 1 | 1,082.29 | Quotation received from Wright Brothers Flight Technologies NL B.V. amounting to Euro 11,90,000 having validity until March 31, 2026. |
| 4 | Fixed Base Flight Simulator : Boeing B737NG | 1 | 1,064.10 | Quotation received from Wright Brothers Flight Technologies NL B.V. amounting to Euro 11,70,000 having validity until March 31, 2026. |

*Currency conversion rate as on July 26, 2024 has been taken at 1 US Dollar= 83.7504 Indian Rupees and 1 Euro = 90.9486 Indian Rupees.

** These aircrafts will be acquired for Training Institute to be acquired and will be delivered in South Africa.

Notes:

1. We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.

2. All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, except as stated above, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/equipments or at the same costs.
3. The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of machineries or equipment) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipments or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipments and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.
4. We are not acquiring any second-hand machinery.

The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, custom duty etc. Such cost escalation would be met out of our internal accruals.

Proposed Schedule of Implementation

The proposed schedule of implementation for installation of Manufacturing facilities is as follows:

| Particulars | Estimated Month of | |
|--|--------------------|--------------|
| | Commencement | Completion |
| Order of Plant & Machinery | October 2024 | October 2024 |
| Delivery of Machineries | January 2024 | March 2025 |
| Installation & Erection of Machineries | July 2025 | August 2025 |
| Trial Run and R&D | September 2025 | |
| Put to use | October 2025 | |

*Assuming we receive the IPO Proceeds in the month of September 2024.

3) General Corporate Purpose

Our management will have flexibility to deploy ₹[●] lakhs, aggregating to [●]% of the Gross Proceeds towards general corporate purposes, including but not restricted to strategic initiatives, partnerships, joint ventures and strategic entity/business acquisitions, branding, marketing, new client referral fees meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or any other purposes as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

Our management, in accordance with the policies of the Board, will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

We confirm that any Issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that in terms of Regulation 230(2) of the SEBI ICDR Regulations, the extent of the Net Proceeds according to this Draft Red Herring Prospectus, proposed to be used for general corporate purposes, shall not exceed 25% of the amount raised by our Company through the Issue of Equity Shares.

Proposed Year wise Deployment of Funds / Schedule of Implementation

The entire Net Fresh Issue Proceeds are proposed to be deployed in the Financial Year 2024 – 25 and Financial Year 2025-26.

Public Issue Expense

The estimated Issue related expenses include Issue Management Fee, Marketing Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee, Listing Fee, etc. The total expenses for this Issue are estimated to be approximately ₹ [●] Lakhs. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

(₹ in Lakhs)

| Particulars | Expenses ⁽¹⁾ | % of Total Issue Expenses ⁽¹⁾ | % of Total Issue size ⁽¹⁾ |
|---|-------------------------|--|--------------------------------------|
| Payment to the Book Running Lead Manager | [●] | [●] | [●] |
| Market Making Fees | [●] | [●] | [●] |
| Fees payable to Registrar to Issue | [●] | [●] | [●] |
| Fees to Legal Advisor | [●] | [●] | [●] |
| Advertisement Expenses | [●] | [●] | [●] |
| Fees payable to Regulators including Stock Exchange | [●] | [●] | [●] |
| Printing & Distribution Expenses | [●] | [●] | [●] |
| Marketing & Selling Expenses | [●] | [●] | [●] |
| Payment to Sponsor Bank | [●] | [●] | [●] |
| Statutory & Other Reports | [●] | [●] | [●] |
| Total | [●] | [●] | [●] |

⁽¹⁾ Will be incorporated at the time of filing of the Prospectus and on determination of Issue Price and other details.

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

| | |
|---------------------------------------|--|
| Portion for Retail Individual Bidders | [●]% of the Amount Allotted* (plus applicable taxes) |
| Portion for Non-Institutional Bidders | [●]% of the Amount Allotted* (plus applicable taxes) |
| Portion for QIB | [●]% of the Amount Allotted* (plus applicable taxes) |

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

No additional processing fees shall be payable to the SCSBs on the applications directly procured by them.

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 NSE.

Processing fees payable to the SCSBs of ₹ [●] per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking. In case the total ASBA processing charges payable to SCSBs exceeds ₹ [●] lakhs, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹ [●] lakhs.

For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs

Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Bidders (using the UPI mechanism), portion for Non-Institutional Bidders and Eligible Employees which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:

| | |
|---------------------------------------|--|
| Portion for Retail Individual Bidders | [●]% of the Amount Allotted* (plus applicable taxes) |
| Portion for Non-Institutional Bidders | [●]% of the Amount Allotted* (plus applicable taxes) |
| Portion for QIB | [●]% of the Amount Allotted* (plus applicable taxes) |

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

The selling commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member.

The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.

The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE.

Uploading charges/ processing charges of ₹ [●] valid application (plus applicable taxes) is applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: for applications made by Retail Individual Investors using the UPI Mechanism. In case the total processing charges payable under this head exceeds ₹ [●] lakhs., the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] lakhs.)

Uploading charges/processing charges of ₹ [●] valid applications (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: (a) for applications made by Retail Individual Bidders using 3-in-1 type account; and (b) for Non-Institutional Bids using Syndicate ASBA mechanism / using 3-in-1 type accounts. (In case the total processing charges payable under this head exceeds ₹ [●] lakhs., the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] lakhs.

The Bidding/uploading charges payable to the Syndicate/ Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.

For Registered Brokers:

Selling commission payable to the registered brokers on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:

| | |
|---|---|
| Portion for Retail Individual Bidders and Non-Institutional Bidders | ₹ [●].00 per valid application* (plus applicable taxes) |
|---|---|

*Based on valid applications.

For Sponsor Bank:

Processing fees for applications made by Retail Individual Bidders using the UPI mechanism will be ₹ [●] per valid Bid cum Application Form* (plus applicable taxes), subject to maximum processing fee not exceeding ₹ [●] lakhs. The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI Circulars, the Syndicate Agreement and other applicable laws.

* For each valid application

Appraisal by Appraising Fund

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

Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and /or unsecured Loans.

Bridge Financing Facilities

As on the date of this Draft Red Herring Prospectus, we have not raised any bridge loans, which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/ cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

Monitoring Utilization of Funds

As the size of the Fresh Issue does not exceed ₹10,000 Lakhs, in terms of Regulation 262 of the SEBI (ICDR) Regulations, 2018, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the SEBI (LODR) Regulation, 2015, our Company shall on a half-yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulation, 2015 our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus.

Interim Use of Proceeds

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

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

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other Confirmations

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company's Key Managerial Personnel in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoter, our Directors or Key Managerial Personnel except in the normal course of business and in compliance with the applicable laws.

BASIS OF ISSUE PRICE

Investors should read the following summary with the chapter titled “Risk Factors”, the details about our Company under the chapter titled “Our Business” and its financial statements under the chapter titled “Financial Statements as Restated” beginning on pages 109 and 168 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price has been determined by the Company in consultation with the Book Running Lead Manager on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹10.00 each and the Issue Price is ₹ [●] which is [●] times of the face value.

Qualitative Factors

Some of the qualitative factors, which form the basis for the Issue Price, are:

1. One stop of training solution
2. In-depth knowledge about the sector
3. Trained professional

For further details, see “*Risk Factors*” and “*Our Business*” beginning on pages 31 and 109, respectively.

Some of the information presented in this chapter is derived from the Restated Financial Information. For further information, see “*Financial Information*” beginning on page 168.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

Basic Earnings and Diluted Earnings per Equity Share (EPS) as per Accounting Standard 20

As per Restated Financial Statements (Pre-Bonus)

| Period | Basic EPS (in ₹) | Weight | Diluted EPS (in ₹) | Weight |
|-------------------------|---------------------|--------|-----------------------|--------|
| March 31, 2022 | (3,000.55) | 1 | (3,000.55) | 1 |
| March 31, 2023 | 4,133.77 | 2 | 4,133.77 | 2 |
| March 31, 2024 | 4709.10 | 3 | 4,266.49 | 3 |
| Weighted Average | 3,232.38 | | 3,011.08 | |

As per Restated Financial Statements (Post-Bonus)

| Period | Basic and Diluted EPS (in ₹) | Weight |
|-------------------------|------------------------------|--------|
| March 31, 2022 | (4.09) | 1 |
| March 31, 2023 | 5.63 | 2 |
| March 31, 2024 | 14.74 | 3 |
| Weighted Average | 8.56 | |

* Notes:

- i. *Basic and diluted earnings/ (loss) per equity share: Basic and diluted earnings per equity share are computed in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.*
- ii. *The ratios have been computed as below:*
 1. *Basic EPS is calculated as Profit/(loss) for the year/period attributable to owners of parent divided by the adjusted weighted average number basic equity shares outstanding during the year/period.*
 2. *Diluted EPS is calculated as Profit/(loss) for the year/period attributable to owners of parent divided by the adjusted weighted average number of adjusted diluted equity shares outstanding during the year/period.*
- iii. *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year/period adjusted by the number of equity shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year/period.*
- iv. *Weighted average is aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. {(EPS x Weight) for each year} / {Total of weights}.*

For further details, see “**Other Financial Information**” on page 168.

Price/Earning (“P/E”) Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share:

| Particulars | P/E at Floor Price (no. of times) | P/E at Cap Price (no. of times) |
|--|--------------------------------------|------------------------------------|
| Based on Restated Financial Statements | | |
| P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24 | [●] | [●] |
| P/E ratio based on the Weighted Average Basic & Diluted EPS, as restated | [●] | [●] |

Note: The P/E ratio has been computed by dividing Issue Price with EPS

Return on Networth as per Restated Financial Statements

| Period | RONW (%) | Weight |
|-------------------------|--------------|--------|
| March 31, 2022 | 97.35% | 1 |
| March 31, 2023 | 393.14% | 2 |
| March 31, 2024 | 45.39% | 3 |
| Weighted Average | 1.70% | |

Note: The RONW has been computed by dividing net profit after tax (as restated), by Networth (as restated) as at the end of the year.

Net Asset Value (NAV) per Equity Share

As per Restated Financial Statements – Pre-Bonus

| Sr. No. | Particulars | On the basis of Restated Financial Statements (₹) |
|---------|----------------------|---|
| a) | As on March 31, 2022 | (3,082.29) |
| b) | As on March 31, 2023 | 1,051.48 |
| c) | As on March 31, 2024 | 10,373.90 |

As per Restated Financial Statements – Post-Bonus

| Sr. No. | Particulars | On the basis of Restated Financial Statements (₹) |
|---------|--|---|
| a) | As on March 31, 2022 | (4.20) |
| b) | As on March 31, 2023 | 1.43 |
| c) | As on March 31, 2024 | 32.46 |
| e) | Net Asset Value per Equity Share after the Issue at Issue Price | [●] |
| f) | Issue Price* | [●] |

Notes:

- NAV has been calculated as Networth divided by number of Equity Shares at the end of the year.
- Net asset value per equity share = Networth attributable to the owners of the parent as at the end of the year/period divided by adjusted number of equity shares outstanding as at the end of year/period.
- Networth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of statement of profit and loss, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off and non-controlling interest, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- Networth and the number of equity shares as at the end of the year/period have been adjusted to give effect to the consequent increase in share capital on the assumption that options outstanding to subscribe for additional equity capital (i.e. outstanding share warrants and employee stock options), wherever applicable, were exercised in the respective financial year/period. The computation considering aforementioned effects has been carried out in accordance with the requirements of SEBI ICDR Regulations and therefore the Networth and the number of equity shares outstanding as at the end of the year/period has not been derived from Restated Financial Information.

For further details, see “**Other Financial Information**” on page 168.

Comparison with Listed Industry Peer:

Considering the nature and size of business of the Company, our Company does not have any listed peers.

The face value of our share is ₹10.00 per share and the Issue Price is of ₹ [●] per share are [●] times of the face value.

Key Performance Indicators

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 19, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by Jay Gupta & Associates, Chartered Accountants, by their certificate dated July 19, 2024.

The KPIs of our Company have been disclosed in the sections titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 109 and 169 respectively.

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 Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

Key Performance Indicators of Our Company

| Key Financial Performance | ₹ in Lakhs | | |
|----------------------------|------------|------------|------------|
| | FY 2023-24 | FY 2022-23 | FY 2021-22 |
| Revenue from operations(1) | 2,220.28 | 1,037.65 | 143.67 |
| EBITDA(2) | 1,522.32 | 577.89 | (21.37) |
| EBITDA Margin %(3) | 68.56% | 55.69% | (14.87)% |
| PAT | 1,083.99 | 413.38 | (300.05) |
| PAT Margin %(4) | 48.82% | 39.84% | (208.86)% |
| Networth(5) | 2,387.97 | 105.15 | (308.23) |
| RoE %(6) | 86.96% | (407.10)% | 200.99% |
| RoCE% (7) | 46.61% | 60.69% | (15.31)% |

Notes:

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (3) ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations
- (4) ‘PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.
- (5) Networth means the aggregate value of the paid-up share capital and reserves and surplus of the company less deferred tax assets.
- (6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
- (7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ equity plus long-term borrowings.

Explanations for KPI Metrics

| KPI | Explanation |
|------------------------|---|
| Revenue from Operation | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business in key verticals |
| EBITDA | EBITDA provides information regarding the operational efficiency of the business |
| EBITDA Margin (%) | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business |
| PAT | Profit after tax provides information regarding the overall profitability of the business |
| PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of our business. |
| Networth | Networth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity. |

| | |
|----------|---|
| RoE (%) | RoE provides how efficiently our Company generates profits from Shareholders' Funds |
| RoCE (%) | ROCE provides how efficiently our Company generates earnings from the capital employed in the business. |

Weighted Average Cost of Acquisition

(a) The price per share of our Company is based on the primary issuance of equity shares.

Except as disclosed below, there has been no issuance of Equity Shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days:

| Date of Allotment | No. of equity Shares allotted | Face value per Equity share (₹) | Issue price per Equity share (₹) | Nature of allotment | Nature of consideration | Total Consideration (in ₹ lakhs) |
|-------------------|-------------------------------|---------------------------------|----------------------------------|---------------------|-------------------------|----------------------------------|
| January 06, 2024 | 50,000 | 10.00 | 200.00 | Right Issue | Cash | 100.00 |
| January 22, 2024 | 4,601 | 10.00 | 16,499.00 | Private Placement | Cash | 759.12 |
| January 29, 2024 | 2,059 | 10.00 | 16,499.00 | Private Placement | Cash | 339.71 |

(b) The price per share of our Company based on the secondary transaction of equity shares

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

(c) Weighted average cost of acquisition, floor price and cap price:

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Shares) | Floor price* (i.e. ₹ [●]) | Cap price* (i.e. ₹ [●]) |
|---|--|---------------------------|-------------------------|
| Weighted average cost of acquisition of primary issuance as per paragraph (a) above | 2,115.84 | [●] times | [●] times |
| Weighted average cost of acquisition for secondary transaction as per paragraph (b) above | N.A. | [●] times | [●] times |

The Company in consultation with the Book Running Lead Manager believes that the Issue Price of ₹ [●] per share for the Public Issue is justified in view of the above parameters. Investor should read the above-mentioned information along with the chapter titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “*Financial Statements as Restated*” beginning on page 168 of this Draft Red Herring Prospectus.



STATEMENT OF POSSIBLE TAX BENEFITS

To
The Board of Directors
FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
Begampur Khatola, Gurgaon,
Haryana, India-122001.

Dear Sir,

Sub: Statement of Possible Special Tax Benefits (“the Statement”) available to FLYWINGS SIMULATOR TRAINING CENTRE LIMITED (“the Company”) and its shareholders prepared in accordance with the requirements in Point No. 9 (L) of Part A of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended (“the Regulations”)

We hereby report that this certificate along with the annexure (hereinafter referred to as “**The Statement**”) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (‘IT Act’) (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2024 (*proposed*) (i.e. applicable to F.Y. 2024-25 relevant to A.Y. 2025-26) (hereinafter referred to as the “IT Regulations”) and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax[GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initialed for identification purposes only.

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

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

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

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

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

The information provided below sets out the Possible Special Direct Tax & Indirect Tax benefits available to the Company, and its Shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of Equity Shares, under the current tax laws presently in force in India. Several of these benefits are dependent on the Company and its Shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company, and the Shareholders of the Company to derive the direct and indirect tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company, and the Shareholders of the Company may or may not choose to fulfil. Further, certain tax benefits may be optional, and it would be at the discretion of the Company or the Shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the Tax Laws.

The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own Tax Consultant with respect to the tax implications of an investment in the 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.



This certificate along with the annexure is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For Jay Gupta & Associates
Chartered Accountants,
Firm Registration No.: 329001E

Sd/-
Jay Shankar Gupta
Partner
Membership No.: 059535
UDIN: 24059535BKBKJBI2466

Date: July 19, 2024
Place: Kolkata

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO FLYWINGS SIMULATOR TRAINING CENTRE LIMITED (“THE COMPANY”) AND IT’S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible special tax benefits available to the Company and its shareholders as per the Income tax Act, 1961 (“IT Act”) as amended from time to time and applicable for financial year 2024-25 relevant to assessment year 2025-26 (AY 2025-26) and Indirect Tax Laws as amended from time to time and applicable for financial year 2024-25. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

I. Under the IT Act

1. Special Tax Benefits to the Company

There are no Special Tax Benefits available to the Company.

NOTES:

- The above statement of Possible Special Tax Benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- The above statement covers only certain Special Tax Benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
- The above statement of Possible Special Tax Benefits is as per the current Direct Tax Laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
- In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered between India and the country in which the non-resident has fiscal domicile.
- As the Company has opted for concessional corporate income tax rate as prescribed under section 115BAA of the Act, it will not be allowed to claim any of the following deductions:
 - Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
 - Deduction under clause (iia) of sub-section (1) of section 32 (Additional Depreciation)
 - Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, Site restoration fund)
 - Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section or subsection (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
 - Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
 - Deduction under section 35CCD (Expenditure on skill development)
 - Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA, 80LA and 80M;

No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;

No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above;

This statement is intended only 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 tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

2. Special Tax Benefits available to Shareholders

There are no Special Tax Benefits available to the Shareholders (other than Resident Corporate Shareholder) of the Company.

NOTES:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. The above statement of possible special tax benefits are as per the current direct tax laws relevant for the F.Y.2024-25 relevant to A.Y. 2025-26.
4. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

II. Under the Indirect Tax Laws

3. Special Indirect Tax Benefits available to the Company

The Company is not entitled to any special tax benefits under indirect tax laws.

4. Special Tax Benefits available to Shareholders

Shareholders of the Company are not eligible to special tax benefits under the provisions of the Central Goods and Services Tax Act, 2017 (read with Central Goods and Services Tax Rules, circulars, notifications), respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications), Integrated Goods and Services Tax Act, 2017 (read with Integrated Goods and Services Tax Rules, circulars, notifications), The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20), Customs Act, 1962 (read with Custom Rules, circulars, notifications), Customs Tariff Act, 1975 (read with Custom Tariff Rules, circulars, notifications)

The Shareholders of the Company are not entitled to any Special Tax Benefits under indirect tax laws.

INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE TAX IMPLICATIONS OF AN INVESTMENT AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THE SECURITIES, PARTICULARLY IN VIEW OF THE ACT 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 IN THEIR PARTICULAR SITUATION.

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

**For Jay Gupta & Associates
Chartered Accountants,
Firm Registration No.: 329001E**

**Sd/-
Jay Shankar Gupta
Partner
Membership No.: 059535
UDIN: 24059535BKBJB12466**

Date: July 19, 2024
Place: Kolkata

SECTION VIII: ABOUT THE ISSUER COMPANY

OUR INDUSTRY

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

GLOBAL ECONOMY AT LARGE

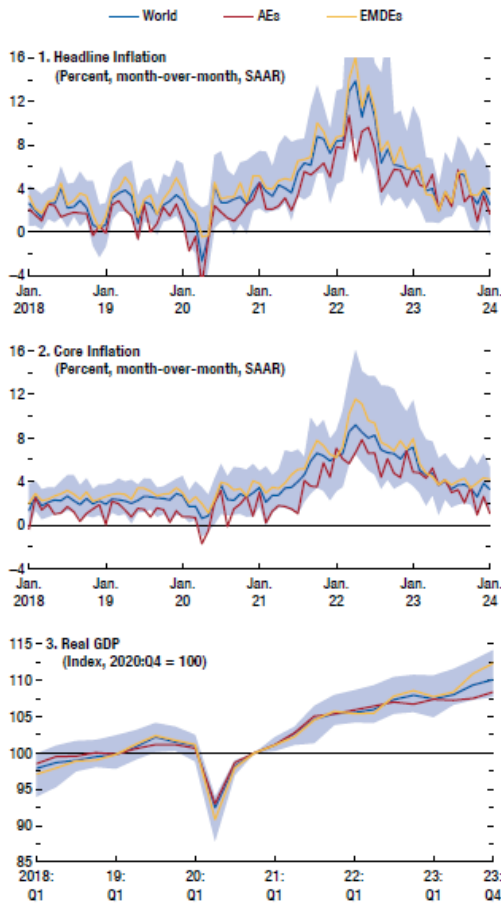
Disinflation amid Economic Resilience

Economic activity was surprisingly resilient during the global disinflation of 2022–23. Growth in employment and incomes has held steady as favourable demand and supply developments have supported major economies, despite rising central bank interest rates aimed at restoring price stability. As inflation converges toward target levels and central banks pivot toward policy easing, a tightening of fiscal policies aimed at curbing high government debt levels, with higher taxes and lower government spending, is expected to weigh on growth. The pace of expansion is also expected to remain low by historical standards as a result of factors including the long-term consequences of the COVID-19 pandemic, Russia's invasion of Ukraine, weak growth in productivity, and increasing geoeconomic fragmentation.

In late 2023, headline inflation neared its pre-pandemic level in most economies for the first time since the start of the global inflation surge (Figure 1.1). In the last quarter of 2023, headline inflation for advanced economies was 2.3 percent on a quarter-over-quarter annualized basis, down from a peak of 9.5 percent in the second quarter of 2022. For emerging market and developing economies, inflation was 9.9 percent in the last quarter of 2023, down from a peak of 13.7 percent in the first quarter of 2022, but this average was driven by high inflation in a few countries; for the median emerging market and developing economy, inflation declined to 3.9 percent. This progress notwithstanding, inflation is not yet at target in most economies.

As global inflation descended from its peak, economic activity grew steadily, defying warnings of stagflation and global recession. During 2022 and 2023, global real GDP rose by a cumulative 6.7 percent. That is 0.8 percentage point higher than the forecasts made at the time of the October 2022 World Economic Outlook (WEO) (Figure 1.2). The United States and several large emerging market and middle-income economies displayed the greatest overperformance, with aggregate demand supported by stronger-than-expected private consumption amid still-tight—though easing—labor markets. Households in advanced economies supported their spending by drawing down accumulated pandemic-era savings. Larger-than-expected government spending further supported the expansion of aggregate demand in most regions. The overall budgetary stance—measured by the structural fiscal balance—was more expansionary than expected, on average. Among large economies, the additional budgetary support, compared with October 2022 WEO forecasts, was estimated at 2 percent of GDP in the United States and 0.2 percent of GDP in the euro area, whereas in China,¹ the fiscal stance was mildly tighter than expected, by 0.7 percent of GDP. The euro area also displayed the smallest upside growth surprise, reflecting weak consumer sentiment and the lingering effects of high energy prices. In parallel, global headline inflation declined broadly in line with expectations, averaging just 0.1 percentage point more than predicted in the October 2022 WEO for 2022 and 2023. However, in lower-income countries, inflation was on average higher than expected, reflecting cases in which pass-through into domestic prices from international food, fuel, and fertilizer costs, as well as from currency depreciation, was greater than expected. Price pressures in some lower-income countries were significant. These factors also caused these economies to grow more slowly than expected, suggesting a negative supply shock. In China, inflation fell unexpectedly, with the decrease reflecting sharply lower domestic food prices and pass-through effects on underlying (core) inflation. The resilience in global economic activity was compatible with falling inflation thanks to a post pandemic expansion on the supply side. A greater-than-expected rise in the labor force amid robust employment growth supported activity and disinflation in advanced economies and several large emerging market and middle-income economies. The labor force expansion reflected, in some economies, increased inflows of migrants, with faster growth in the foreign-born than in the domestic-born labor force since 2021 (Figure 1.3), as well as higher labor force participation rates. Exceptions to this pattern include China, where labor market weakness, in the context of subdued demand, was broad based across sectors, and lower-income countries, where supply-side challenges held job creation back. Greater-than-expected additions to the stock of physical capital, with business investment responding to the strength in product demand, further bolstered the supply side in most regions, with exceptions including the euro area, where interest-rate-sensitive business investment, particularly in manufacturing, was subdued. A resolution of pandemic-era supply-chain problems allowed delivery times to decline and transportation costs to decrease (Figure 1.4).

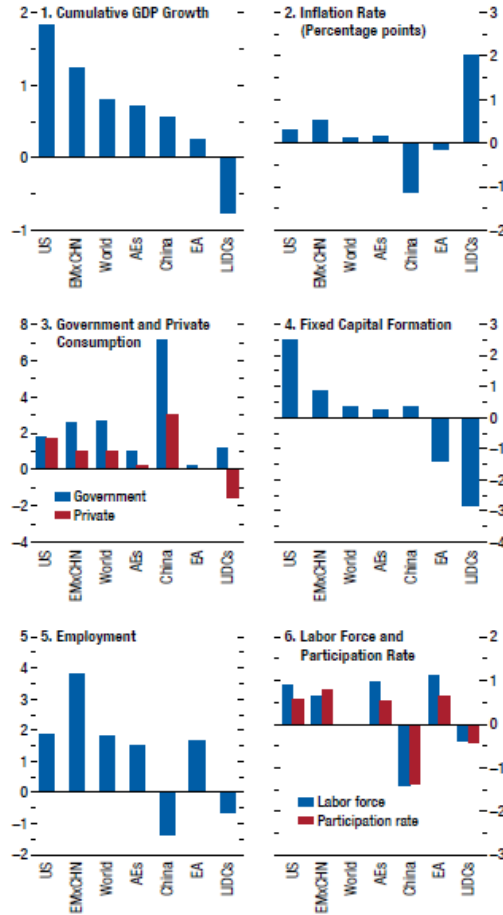
Figure 1.1. Global Inflation Falling as Output Grows



Sources: Haver Analytics; and IMF staff calculations.
 Note: Panels 1 and 2 plot 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. Panel 3 plots the median of a sample of 44 economies. The bands depict the 25th to 75th percentiles of data 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; SAAR = seasonally adjusted annual rate.

Figure 1.2. Performance in 2022–23 Compared with Projections at Time of Cost-of-Living Crisis

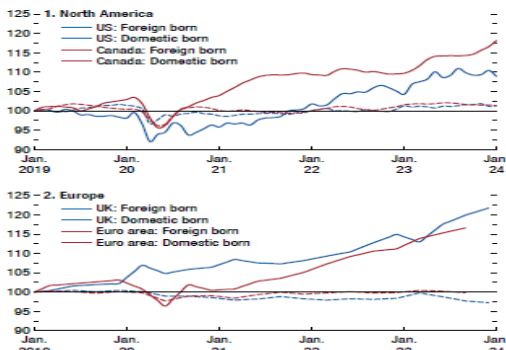
(Percent deviation from October 2022 WEO projection, unless noted otherwise)



Source: IMF staff calculations.
 Note: Figure reports latest estimates for cumulative growth in 2022 and 2023 in deviation from October 2022 WEO forecast in all panels except panel 2, which reports the difference between average inflation in 2022 and 2023 and the corresponding October 2022 WEO forecasts. Panel 6 does not include India due to missing data. AEs = advanced economies; EA = euro area; EMxCHN = emerging market and middle-income economies excluding China; LIDCs = low-income developing countries; WEO = World Economic Outlook.

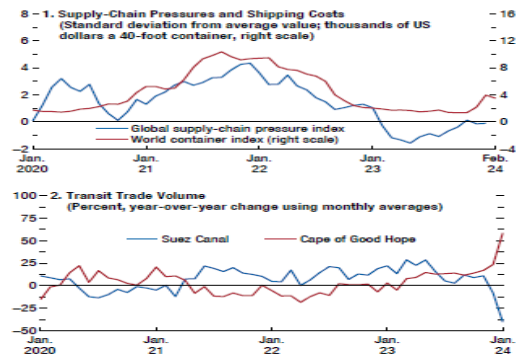
Figure 1.3. Domestic- and Foreign-Born Workers in the Labor Force

(Index, January 2019 = 100)



Sources: Eurostat; Haver Analytics; US Bureau of Labor Statistics; and IMF staff calculations.

Figure 1.4. Supply-Chain Pressures and Red Sea Tensions



Sources: Federal Reserve Bank of New York; Haver Analytics; IMF, PortWatch; and IMF staff calculations.

Growth Forecast for Emerging Market and Developing Economies

In *emerging market and developing economies*, growth is expected to be stable at 4.2 percent in 2024 and 2025, with a moderation in emerging and developing Asia offset mainly by rising growth for economies in the Middle East and Central Asia and for sub-Saharan Africa. *Low-income developing countries* are expected to experience gradually increasing

growth, from 4.0 percent in 2023 to 4.7 percent in 2024 and 5.2 percent in 2025, as some constraints on near-term growth ease.

- Growth in *emerging and developing Asia* is expected to fall from an estimated 5.6 percent in 2023 to 5.2 percent in 2024 and 4.9 percent in 2025, a slight upward revision compared with the January 2024 WEO *Update*. Growth in *China* is projected to slow from 5.2 percent in 2023 to 4.6 percent in 2024 and 4.1 percent in 2025 as the positive effects of one-off factors—including the post pandemic boost to consumption and fiscal stimulus—ease and weakness in the property sector persists. Growth in *India* is projected to remain strong at 6.8 percent in 2024 and 6.5 percent in 2025, with the robustness reflecting continuing strength in domestic demand and a rising working-age population.
- Growth in *emerging and developing Europe* is projected at 3.2 percent in 2023 and 3.1 percent in 2024, with an easing to 2.8 percent in 2025, an upward revision of 0.5 percentage point for 2023 and 0.3 percentage point for 2024 and 2025 since January. The moderation reflects a prospective decline of growth in *Russia* from 3.2 percent in 2024 to 1.8 percent in 2025 as the effects of high investment and robust private consumption, supported by wage growth in a tight labor market, fade. In *Türkiye*, growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with economic activity strengthening in the second half of 2024 as monetary tightening ends and consumption starts to recover.
- In *Latin America and the Caribbean*, growth is projected to decline from an estimated 2.3 percent in 2023 to 2.0 percent in 2024 before rising again to 2.5 percent in 2025, an upward revision of 0.1 percentage point for 2024 since January. In *Brazil*, growth is expected to moderate to 2.2 percent in 2024 on the back of fiscal consolidation, lagged effects of still-tight monetary policy, and a smaller contribution from agriculture. In *Mexico*, growth is projected at 2.4 percent in 2024, supported by a fiscal expansion, before declining to 1.4 percent in 2025 as the government is expected to tighten the fiscal stance. The forecast for Mexico is revised downward on account of weaker-than-expected outcomes for end-2023 and early 2024, with a contraction in manufacturing.
- Growth in the *Middle East and Central Asia* is projected to rise from an estimated 2.0 percent in 2023 to 2.8 percent in 2024 and 4.2 percent in 2025, with a downward revision of 0.1 percentage point for 2024 from the January 2024 projections. The revision reflects a downward adjustment in the 2024 growth forecast for *Iran* driven by lower non-oil activity and oil revenues, as well as for a number of smaller economies.
- In *sub-Saharan Africa*, growth is projected to rise from an estimated 3.4 percent in 2023 to 3.8 percent in 2024 and 4.0 percent in 2025, as the negative effects of earlier weather shocks subside and supply issues gradually improve. The forecast is unchanged for 2024 from the January 2024 WEO *Update*, as a downward revision to *Angola* owing to a contraction in the oil sector is broadly offset by an upward revision to *Nigeria*.

World Trade Outlook: Stable, in Line with Output

World trade growth is projected at 3.0 percent in 2024 and 3.3 percent in 2025, with revisions of a 0.3 percentage point decrease for 2024 and 2025 compared with January 2024 projections. Trade growth is expected to remain below its historical (2000–19) annual average growth rate of 4.9 percent over the medium term, at 3.2 percent in 2029. This projection implies, in the context of the relatively low outlook for economic growth, a ratio of total world trade to GDP (in current dollars) that averages 57 percent over the next five years, broadly in line with the evolution in trade since the global financial crisis (Figure 1.17). Even as world trade-to-GDP ratios remain relatively stable, significant shifts in trade patterns are taking place, with increasing fractures along geopolitical lines, especially since the start of the war in Ukraine in February 2022. IMF staff analysis indicates that growth in trade flows between geopolitical blocs has declined significantly since then compared with growth of trade within blocs (Box 1.1). This reallocation of trade flows is occurring in the context of rising cross-border trade restrictions, with 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, and increased concerns about supply-chain resilience and national security.

Downside Risks - Despite the surprisingly resilient global economic performance since October 2023, several adverse risks to global growth remain plausible:

- New commodity price spikes amid regional conflicts;
- Persistent inflation and financial stress;
- China’s recovery faltering;
- Disruptive fiscal adjustment and debt distress;

- Distrust of government eroding reform momentum;
- Geoeconomic fragmentation *intensifying*

Upside Risks - More favorable outcomes for the global economy than expected could arise from several sources:

- *Short-term fiscal boost in the context of election*
- *Further supply-side surprises, allowing for faster monetary policy easing*
- *Spurs to productivity from artificial intelligence*
- *Structural reform momentum gathering*

Policies: From Fighting Inflation to Restocking Fiscal Arsenals

As the global economy approaches a soft landing, the near-term priority for central banks is to ensure that inflation comes down smoothly; they should neither ease policies prematurely nor delay too long and risk causing target undershoots. At the same time, as central banks take a less restrictive stance, a renewed focus on implementing medium-term fiscal consolidation is in order to rebuild room for budgetary maneuver and priority investments and to ensure debt sustainability. Intensifying supply-enhancing reforms would facilitate both inflation and debt reduction, allow economies to increase growth toward the higher pre-pandemic era average, and accelerate convergence toward higher income levels. Multilateral cooperation is needed to limit the costs and risks of geoeconomic fragmentation and climate change, to accelerate the transition to green energy, and to encourage debt restructuring.

Rebuilding Room for Budgetary Maneuver and Ensuring Debt Sustainability

A renewed focus on fiscal consolidation to rebuild budgetary room to deal with future shocks and curb the rise of public debt is appropriate, since major central banks are expected to ease monetary policy this year and economies are in a better position to absorb the economic effects of fiscal tightening. The size of the fiscal adjustment needed to ensure government debt sustainability is large in numerous cases.

With elections in a number of countries in 2024, ensuring that any new tax cuts or spending increases are funded and do not expand budget deficits is necessary to preserve the envisaged fiscal adjustment path.

Calibrating the pace of adjustment: Fiscal adjustment should be gradual and sustained, where possible, given its generally negative effects on economic activity in the near term. Avoiding an abrupt adjustment is warranted to avert the risk that sharp expenditure cutbacks or tax increases will set off a negative cycle of slowing activity and rising debt ratios and undercut political support for fiscal reforms, which can often take time to implement.

Building credibility with well-specified plans and a strong institutional framework: To reduce policy uncertainty, committing to measures sufficient to meet medium-term targets based on realistic assumptions about the short-term growth effects of fiscal consolidation, interest rates, and the budgetary yield of revenue and spending policy changes is essential.

Addressing debt distress: For countries in debt distress, debt restructuring, conducted in an orderly manner, may be necessary. Progress in improving international sovereign debt resolution frameworks is moving in the right direction. The G20 Common Framework has started to deliver, with each successive case building on previous experiences to achieve faster coordination.

Strengthening Cross-Border Cooperation

Multilateral cooperation is necessary to mitigate fragmentation and strengthen the resilience of the international monetary system. Policymakers should maintain stable and transparent trade policies and avoid discriminatory policies that induce trade and investment distortions. An intergovernmental dialogue on—or a consultation framework for— industrial policies could help improve data and information sharing and identify the impact of policies, including their unintended consequences across borders. Over time, steady lines of communication could help in developing international rules and norms on the appropriate use and design of industrial policies, making it easier for firms to adjust to the new environment. Cooperation is also required for the orderly resolution of debt problems to clear a path through an increasingly complex creditor landscape. Furthermore, international coordination is vital to mitigate the effects of climate change and facilitate the transition to green energy, building on recent agreements at the 2023 Conference of the Parties to the UN Framework

Convention on Climate Change. Safeguarding the transportation of critical minerals, restoring the WTO’s ability to settle trade disputes, and ensuring the responsible use of potentially disruptive new technologies such as artificial intelligence by, among other things, upgrading domestic regulatory frameworks and harmonizing global principles are priorities. Establishing the free flow of low-carbon technologies—which facilitate emissions reductions—from advanced economies to emerging market and developing economies would further support meeting climate targets.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>)

INDIAN INDUSTRY OVERVIEW

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.

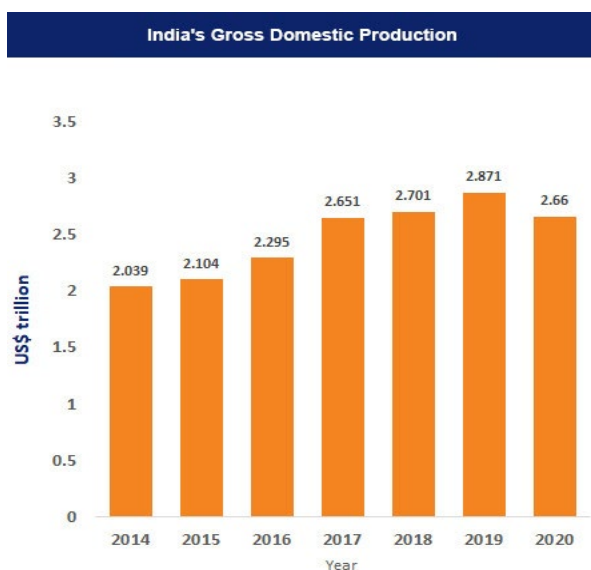


Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital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

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

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.

MARKET SIZE



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.
- At the beginning of January 2024, the PMI Services comfortably remained in the expansionary zone, registering a value of 61.2.
- 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.
- 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).

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17th, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6th, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28th, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1st, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- In order to enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1st, 2023.

ROAD AHEAD

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

OVERVIEW OF EDUCATION AND TRAINING INDUSTRY IN INDIA

INTRODUCTION

India has the largest population in the world in the age bracket of 5-24 years with 580 million people, presenting a huge opportunity in the education sector. India holds an important place in the global education industry. India has one of the largest networks of higher education institutions in the world. However, there is still a lot of potential for further development and improvement in the education system.



With increasing awareness, private Indian players are collaborating with international brands to provide an international standard of education. Private investments in the Indian education sector have increased substantially over the past two decades. The demand for specialised degrees is also picking up with more and more students opting for specific industry-focused qualifications. Higher education institutes in India are focusing on creating online programmes due to the increasing demand from consumers.

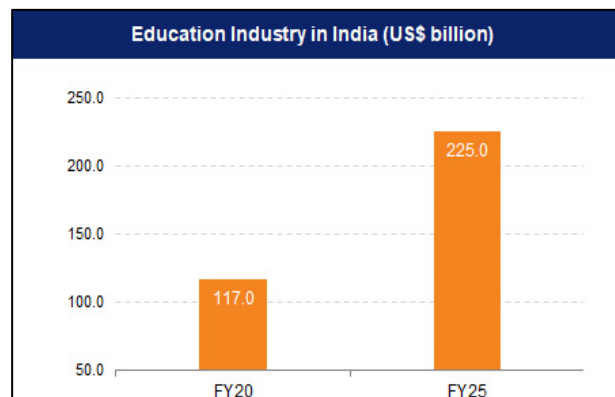
With cutting-edge technologies such as AI, ML, IoT and blockchain, India's education sector will redefine itself in the years to come. It has also embraced the Education 4.0 revolution, which promotes inclusive learning and increased employability. The government has implemented policies like the NEP, which will be fully implemented over the course of this decade starting from 2021-22 and will have a strong focus on high-quality vocational education.

MARKET SIZE

The education sector in India was estimated to be worth US\$ 117 billion in FY20 and is expected to reach US\$ 225 billion by FY25.

India has over 250 million school-going students, more than any other country. India had 43.3 million students enrolled in higher education in 2021-22 with 22.6 million male and 20.7 million female students.

According to UNESCO's 'State of the Education Report for India 2021', the Pupil Teacher Ratio (PTR) at senior secondary schools was 47:1, as against 26:1 in the overall school system.



The Number of colleges in India reached 50,734 in FY24 (as of March 4, 2024) and 43,796 in FY21, up from 42,343 in FY20. The number of universities in India reached 1,265 in FY24 (as of March 4, 2024), up from 760 in FY15.

India had 43.3 million students enrolled in higher education in 2021-22 with 22.6 million male and 20.7 million female students, as against 41.3 million students enrolled in higher education in 2020-21, with 21.2 million male and 20.1 million female students. In 2022-23, there are 8,902 total AICTE-approved institutes in India. Out of these 8,902 institutes, there are 3,577 undergraduate, 4,786 postgraduate and 3,957 diploma institutes.

The Indian edtech market size is expected to reach US\$ 30 billion by 2031, from US\$ 700-800 million in 2021. According to KPMG, India has also become the second largest market for E-learning after the US.

The online education market in India is expected to grow by US\$ 2.28 billion during 2021-2025, growing at a CAGR of almost 20%.

INVESTMENTS/ RECENT DEVELOPMENTS

From April 2000-December 2023, Foreign Direct Investment (FDI) equity inflow in the education sector stood at US\$ 9.49 billion, according to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT). The education and training sector in India has witnessed some major investments and developments in the recent past. Some of them are:

- Under the Interim Budget 2024-25, the Department of School Education & Literacy's budget allocation for FY 2024-2025 is Rs. 73,498 crores (US\$ 8.82 billion), the highest amount ever.

- In December 2023, UNICEF, and its global partnerships platform Generation Unlimited (also known as YuWaah in India) partnered with key organisations committed to working towards a green future for children and young people as a part of the Green Rising India Alliance.
- Prime Minister Mr. Narendra Modi, in July 2023, laid the foundation stone for three new buildings at Delhi University — the faculty of technology, a computer centre, and an academic block.
- In September 2023, the government launched the Skill India Digital (SID) platform to make skill development more innovative, accessible, and personalised with a focus on digital technology and Industry 4.0 skills.
- In September 2023, a three-year partnership called "Education to Entrepreneurship: Empowering a Generation of Students, Educators, and Entrepreneurs" was launched by the Ministry of Education and the Ministry of Skill Development and Entrepreneurship, and Meta in New Delhi.
- In August 2023, Union Minister of Education Mr. Dharmendra Pradhan unveiled the National Curriculum Framework for School Education (NCF), which has been developed based on the National Education Policy (NEP), 2020 vision. As per that, in order to guarantee that students have adequate time and opportunity to perform successfully, board exams will be offered at least twice a year.
- In August 2023, Amazon India launched the third edition of Machine Learning (ML) Summer School. This program aims to provide students with the opportunity to learn key ML technologies from Scientists at Amazon.
- In July 2023, the Indian government announced a new free AI training course as part of its India 2.0 program. Developed in a collaborative effort between Skill India and GUVI, the program proudly holds accreditations from the National Council for Vocational Education and Training (NCVET) and IIT Madras.

GOVERNMENT INITIATIVES

Some of the other major initiatives taken by the Government are:

- In August 2023, Union Minister for Education and Skill Development & Entrepreneurship, Mr. Dharmendra Pradhan the National Curriculum Framework for School Education (NCF-SE), marking an important and transformative step towards the implementation of the National Education Policy 2020. The development of the NCF-SE was guided by a vision to align education with the demands of the 21st century and the ethos of the Indian knowledge system.
- In the Union Budget 2023, it was announced that District Institutes of Education and Training to be developed as vibrant institutes of excellence for teachers' training.
- In Union Budget 2023, it was announced that a National Digital Library for Children and Adolescents to be set up for facilitating the availability of quality books across geographies, languages, genres and levels, and device-agnostic accessibility.
- 100% FDI under automatic route is allowed in the Indian education sector.

ROAD AHEAD

In 2030, it is estimated that India's higher education will:

- Combine training methods that involve online learning and games, and it is expected to grow by 38% in the next 2-4 years.
- Adopt transformative and innovative approaches in higher education.
- Have an augmented Gross Enrolment Ratio (GER) of 50%.
- Reduce state-wise, gender-based and social disparity in GER to 5%.
- Emerge as the single largest provider of global talent with one in four graduates in the world being a product of the Indian higher education system.

- Be among the top five countries in the world in terms of research output with an annual R&D spend of US\$ 140 billion.
- Have more than 20 universities among the global top 200 universities.

Various government initiatives are being adopted to boost the growth of the distance education market, besides focusing on new education techniques such as E-learning and M-learning.

The Government of India has taken several steps including opening of IITs and IIM's in new locations, as well as allocating educational grants for research scholars in most government institutions. Furthermore, with the online mode of education increasingly being used by several educational organisations, the higher education sector in India is set for major change and development in the years to come.

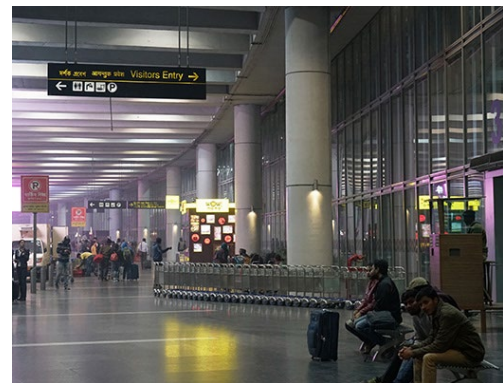
Note: The conversion rate used for June 2024 is Rs. 1 = US\$ 0.012

(Source: <https://www.ibef.org/industry/education-sector-india>)

INDIAN AVIATION INDUSTRY

INTRODUCTION

The civil aviation industry in India has emerged as one of the fastest growing industries in the country during the last three years and can be broadly classified into scheduled air transport service which includes domestic and international airlines, non-scheduled air transport service which consists of charter operators and air taxi operators, air cargo service, which includes air transportation of cargo and mail. Domestic traffic contributes around 69% of the total airline traffic in South Asia and India's airport capacity is expected to handle 1 billion trips annually by 2023. The Indian aviation industry has recovered fully from the covid-19 pandemic shock as indicated by the air traffic movement which stood at 327.28 million in FY23 compared to 188.89 million in FY22.

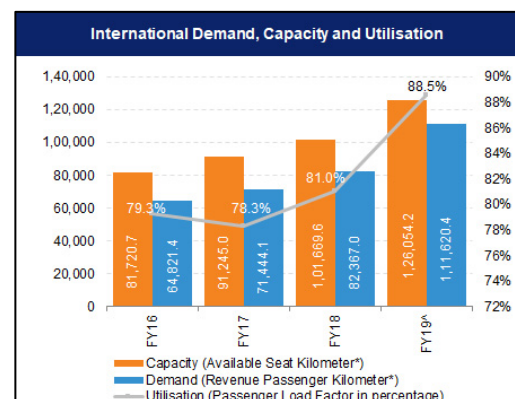


Indigo is the largest airline company in India with the highest market share. India has become the third-largest domestic aviation market in the world and is expected to overtake the UK to become the third-largest air passenger* market by 2024.

MARKET SIZE

India is expected to overtake China and the United States as the world's third-largest air passenger market in the next ten years, by 2030, according to the International Air Transport Association (IATA). Further, the rising demand in the sector has pushed the number of airplanes operating in the sector. The number of airplanes is expected to reach 1,100 planes by 2027.

During April-January 2024, the domestic passenger traffic stood at 254.44 million, registering a 15.3% increase, and international passenger traffic stood at 57.57 million, a 23.5% increase, as compared to the same period the previous year.



In FY23, airports in India pegged the domestic passenger traffic to reach 270.34 million, a 62.1% YoY increase, and international passenger traffic to reach 56.9 million, a 157% YoY increase, as compared to FY22.

Between FY16 and FY23, freight traffic increased at a CAGR of 2.20% from 2.70 MMT to 3.15 MMT. Freight traffic stood at 3.15 million metric tonnes in FY23. Freight traffic in airports in India has the potential to reach 17 MT by FY40. In FY22, the number of aircraft movements stood at 1,757,112, and aircraft movements reached 2.5 million in FY23. To cater to the rising air traffic, the Government of India has been working towards increasing the number of airports. As of 2023, India has 148 operational airports. India has envisaged increasing the number of operational airports to 220 by 2025.

KEY INVESTMENTS AND DEVELOPMENTS

- According to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT), FDI inflow in India's air transport sector (including air freight) reached US\$ 3.83 billion between April 2000-December 2023.
- As per the present FDI Policy, 100% FDI is permitted in scheduled Air Transport Service/Domestic Scheduled Passenger Airline (Automatic upto 49% and Government route beyond 49%). However, for NRIs 100% FDI is permitted under automatic route in Scheduled Air Transport Service/Domestic Scheduled Passenger Airline.
- In 2023, scheduled airline operators added 112 aircraft to their fleet, totaling 771 aircraft by December 31, 2023. New aircraft inductions aim to meet increasing air transport demand.
- Union Civil Aviation Minister Mr. Jyotiraditya Scindia inaugurates Asia's largest aviation expo, Wings India 2024, unveiling the theme "Connecting India to the World in Amrit Kaal: Setting the Stage for India Civil Aviation @2047" and launches UDAN 5.3. The event highlights India's aviation prowess, emphasizing accessibility, availability, and affordability, with significant announcements fostering industry growth and collaboration.
- In May 2023, Union Civil Aviation Minister Mr. Jyotiraditya Scindia said that there is a plan to invest Rs. 1 lakh crore (US\$ 12 billion) in airports in the coming days.
- AAI and other Airport Developers have targeted a capital outlay of approximately Rs. 98,000 crore (US\$ 12 billion) in the airport sector in the next five years.
- The number of PPP airports is likely to increase from five in 2014 to 24 in 2024.
- India's aviation industry is expected to witness Rs. 35,000 crore (US\$ 4.99 billion) investment in the next four years. The Indian Government is planning to invest US\$ 1.83 billion for the development of airport infrastructure along with aviation navigation services by 2026.
- India aims to have 220 new airports by 2025, said, Mr. Jyotiraditya Scindia, Minister of Civil Aviation. Cargo flights for perishable food items will also be increased to 30% with 133 new flights in the coming years.

GOVERNMENT INITIATIVES

Some major initiatives undertaken by the Government are:

- In the Union Budget 2023-24:
 - Rs. 3,224.67 crore (US\$ 440.36 million) was allocated to the Ministry of Civil Aviation.
 - Government to revive 50 aircraft landing sites comprising airports, heliports, water aerodromes, and advanced landing grounds to improve regional air connectivity.
 - In the budget 2022-23, the RCS (Regional Connectivity Scheme) UDAN scheme which aims to stimulate regional air connectivity was allocated Rs. 601 crore (US\$ 77.52 million).
 - For better execution of the PM-Gati Shakti vision, Mr. Jyotiraditya M. Scindia, Minister of Civil Aviation asks for synergy between the Central and State Governments to build 16 new airports in Madhya Pradesh, Chhattisgarh, Uttar Pradesh, Rajasthan, and Maharashtra.
 - The Ministry of Civil Aviation disbursed an amount of approximately US\$ 3.7 million (Rs. 30 crore) (approximately) to the beneficiaries during FY23 under the PLI Scheme for Drones and Drone Components.
- The Directorate General of Civil Aviation (DGCA) has granted in-principle approval to Air India Ltd. and Interglobe Aviation Ltd (Indigo) for the import of 470 and 500 aircraft respectively. As per the induction plan of the airlines, the aircraft is proposed to be imported during the period 2023-2035.
- Union Civil Aviation Minister Mr. Jyotiraditya Scindia inaugurates Dehradun Airport's new terminal, expanding capacity to serve 3240 passengers during peak hours and 47 Lakh annually. The terminal embodies local heritage, with columns inspired by state flower "Brahmakamal", promoting sustainability and accessibility.
- UDAN scheme fosters regional connectivity with 519 operational routes, encompassing 53 tourism and 48 helicopter routes, benefiting 133.86 lakh passengers. Over 2.56 lakh flights have operated, involving 13 airlines, including startups, shaping a transformative impact on regional growth and air connectivity.
- NABH (NextGen Airports for Bharat) - Nirman is a government initiative to expand airport capacity more than five times to handle billions of trips a year, in the next 10-15 years.
- The Government has informed that India will spend US\$ 11.88 billion by 2025 to boost regional connectivity by constructing airports and modernising existing ones.
- In 2023, the government has accorded 'In-Principle' approval for setting up 21 Greenfield Airports across the country. Out of these, 11 Greenfield airports have been operationalised.
- AAI Startup Policy: Delivering a framework & mechanism for the interaction of AAI with internal and external stakeholders that catalyze innovation at airports and leveraging technology for addressing challenges and enhancing the delivery of services to passengers.

- Under four rounds of bidding of RCS-UDAN, as of November 2022, 459 routes have commenced, operationalizing 70 airports including 2 water aerodromes & 9 heliports.
- Union Minister for Civil Aviation Mr. Jyotiraditya Scindia launches Digi Yatra for three airports in the country. Digi Yatra is being implemented across airports in a phased manner. In the first phase, it was launched by Mr. Jyotiraditya M. Scindia, Union Minister of Civil Aviation and Steel on December 1, 2022, at Delhi, Bengaluru, and Varanasi Airports. The implementation of Digi Yatra under phase I is also planned at Kolkata, Pune, Vijayawada, and Hyderabad Airports by March 2023.
- Civil enclave to be built in Jammu at a cost of Rs. 861 crore (US\$ 107.9 million).

ROAD AHEAD

India's aviation industry is largely untapped with huge growth opportunities, considering that air transport is still expensive for the majority of the country's population, of which nearly 40% is the upwardly mobile middle class. The government has been instrumental in developing policies to give a boost to the aviation sector. For this, the UDAN-RCS scheme has been launched by the government which aims to increase air connectivity by providing affordable, economically viable, and profitable travel on regional routes.

The industry stakeholders should engage and collaborate with policymakers to implement efficient and rational decisions that would boost India's civil aviation industry. With the right policies and relentless focus on quality, cost, and passenger interest, India would be well placed to achieve its vision of becoming the third-largest aviation market by 2020. The expenditure of Indian travellers is expected to grow up to Rs. 9.5 lakh crore (US\$ 136 billion) by 2021. In 2022, the contribution of India's travel and tourism sector to India's economy was worth Rs. 15.7 trillion (US\$ 190 billion). By the end of this year, it would be worth Rs. 16.5 trillion (US\$ 200 billion), as per the data released by the World Travel & Tourism Council (WTTC). The forecast for the next ten years is worth an enormous almost Rs. 37 trillion (US\$ 450 billion).



Due to the rise in demand for air travel, India will need 2,380 new commercial airplanes by 2038. According to a report titled 'Travel market in India', published by RedCore - a RedSeer unit focusing on early-stage companies - the travel market in India, worth ~US\$ 75 billion in FY20, is projected to cross US\$ 125 billion by FY27.

Note: Conversion rate used in February 2024, Rs. 1 = US\$ 0.012

Note: *- International and Domestic, ^ - As per International Air Transport Association (IATA) forecasts

(Source: <https://www.ibef.org/industry/indian-aviation>)

INDIA'S RISING IMPORTANCE IN THE GLOBAL PASSENGER MARKET

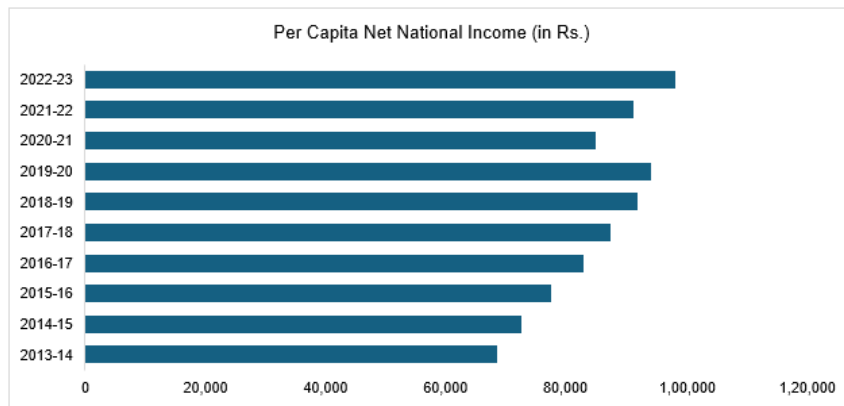


increasing significance in the global passenger market.

The Indian aviation sector has been experiencing great growth over the past decade, shifting from a privilege for the elite in the early 2000s to what is now known as the world's third-largest domestic aviation market. Domestic air traffic reached nearly 97% of pre-COVID levels during the fiscal year 2022-23, with South Asia accounting nearly 69% of total airline traffic through domestic flights. With India's population nearing 1.4 billion, it is home to the fastest-growing air passenger market worldwide, driven by infrastructure developments and expected passenger numbers rising annually from 158 million in 2017 to an estimated 572 million by 2037, largely due to the expanding middle-class demographic. This article explores India's

Economic growth and middle-class expansion

On a global scale, the middle class currently stands as the largest spender. Projections indicate that by 2030, India will rank as the fourth-largest global spender on travel. Reports from Booking.com-McKinsey & Company and People Research on India's Consumer Economy-India's Citizen Environment (PRICE-ICE) suggest that by then, the middle class, empowered with increased purchasing power, will constitute 47% of India's population.

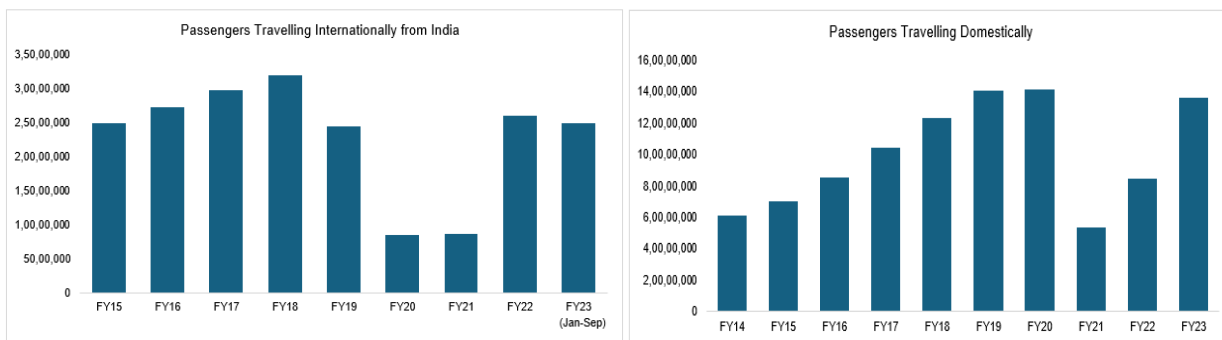


(Source: PIB and indiabudget.gov.in)

India's young population will also play a significant role in making the country more attractive to global tourism stakeholders. India's population, at a median age of 28.2 years, is more than 10 years younger than that of major economies. According to the United Nations World Tourism Organization, India ranks among the top three fastest-growing outbound tourism markets.

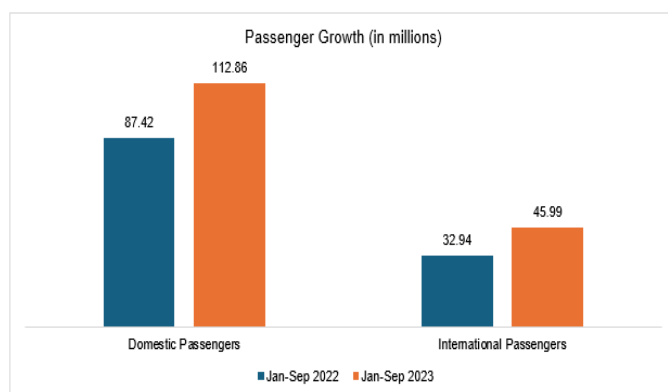
Passenger growth

There is a remarkable revival in aviation, motivated by an increase in travellers. The domestic and international air travel industries are both experiencing an unprecedented surge in passenger numbers, signalling a strong recovery and promising future for the sector.



(Source: DGCA)

From January to September 2023, local airlines carried 112.86 million passengers, up 29.10% from the 87.42 million passengers transported during the year-ago period. Likewise, within these nine months' time, carriers moved 45.99 million international consumers which show an amazing rise of 39.61% against the corresponding period of last year's 32.94 million passengers.



(Source: PIB)

Global hub status

The government will take the lead in infrastructure improvements and implementing regulatory measures. By 2025, the government plans to invest US\$ 12 billion in constructing new airports and refurbishing existing ones to accommodate increased passenger traffic and enhance regional connectivity. The number of airports in the country rose from 74 in 2014 to 148 in 2023, with the government targeting 220 operational airports by 2025. At present, India's six major airports – Delhi, Mumbai, Chennai, Kolkata, Bengaluru, and Hyderabad – collectively have the capacity to cater to 192 million passengers annually; this figure is projected to rise to 420 million in the coming years, according to Civil Aviation Minister Mr. Jyotiraditya Scindia. Through the ongoing expansion initiative, Delhi Airport's capacity was scheduled to increase from 70 million to 100 million passengers by the end of 2023.

Delhi emerges as a prime contender to become India's inaugural international hub

Currently, four Indian airports – Mumbai, Bengaluru, Delhi, and Hyderabad – equipped with top-tier infrastructure, are actively drawing long-haul traffic and functioning as 'hubs'. Because of its large size and population, India could potentially accommodate multiple hubs, like Europe, instead of just one.

At first, Indian government plans to recognize Delhi's Indira Gandhi International Airport (IGIA) as the country's leading global aviation hub. IGIA, India's busiest airport, serves as the primary transit point for South Asian travellers, accommodating 65.33 million passengers in FY22-23, including 15.65 million foreigners (constituting 27.5% of India's total international traffic). Operating 0.44 million flights (equating to 1,200 flights daily), including ~91,000 international flights, the airport maintains direct connections to over 142 domestic and international destinations spanning six continents.

With its catchment area covering 70% of Indian airports, IGIA features a balanced mix of business and tourist destinations, making it the preferred choice for international airlines commencing operations in India. It commands a substantial market share of air traffic volume to destinations across the Middle East, Europe, Asia, and the US. Additionally, IGIA stands as the largest cargo airport in both India and South Asia, with an annual cargo handling capacity of 2.0 million metric tonnes.

EXPANDING REACH THROUGH PARTNERSHIPS

Following its acquisition by Tata, Air India is well positioned for a substantial revival in the Indian aviation market, positioning itself ahead of competitors domestically and internationally. Air India is putting all its might to revamp its cargo and freight operations both in India and abroad. Air India has entered into codeshare agreements with several airlines across the world, enabling Air India customers seamless connections to more destinations with a single itinerary. Adding to its list of partners, Air India has recently announced partnerships with United Airlines, Lufthansa, Air Canada, Jetstar Airways, Air New Zealand, Qantas Airways, and Virgin Australia International Airlines.

In less than no time, Vistara has managed to establish a customer base that is loyal to the brand and as a result, different international airlines that are eyeing expansion in India have come to trust it. Some of the codeshare partners of Vistara include British Airways, Lufthansa, Japan Airlines, Air Canada, Swiss Air, and United Airlines among others besides Singapore Airlines. Just like Indigo has partnered with Turkish Airlines and now it covers more than 30 destinations in Europe through them. Apart from these associations, Indigo has also signed codeshare agreements with British Airways, Qatar Airways, American Airlines, and Qantas offering more connectivity options and better service offerings.

INFRASTRUCTURE DEVELOPMENT

As economic centres, airports have a central part to play in national economies. The essential nature of the airport infrastructure as an element of the overall transportation system directly affects the level of international competitiveness for any country and investment inflows. In this regard, Mr. Jyotiraditya Scindia, Union Minister for Civil Aviation and Steel, shared the intentions to transform the airport infrastructures across key Indian cities. The minister added that in phase 1, priority is being given to six metros across the country with a focus on capacity enhancement at these airports.

During phase 2, the number of airports experiencing congestion will increase to a total of 10, that is Bhubaneswar, Chandigarh, Goa, Patna, Guwahati, Lucknow, Jaipur, Ahmedabad, Thiruvananthapuram, and Kochi. The new terminal buildings in Lucknow, Guwahati, and Patna are going to be launched by the minister shortly so that the needs of passengers will be better met and the growing demand for air transport in these areas can be catered to as well.

In addition, the minister unveiled ambitious projects, with new airports in Jewar and Navi Mumbai anticipated to commence operations by October-November of 2024. These airports constitute vital components of the government's strategic vision to enhance air connectivity and address soaring demand for air traffic.

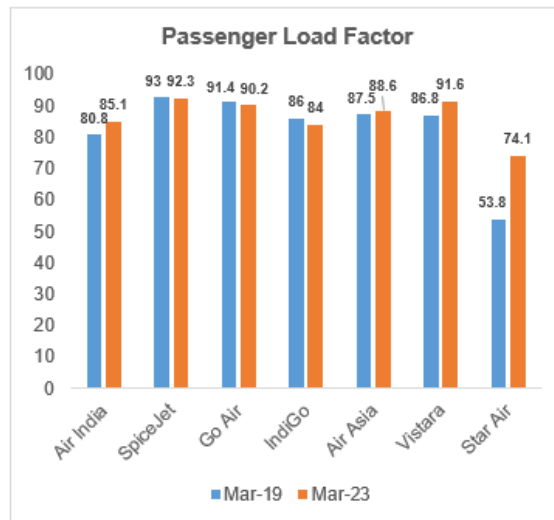
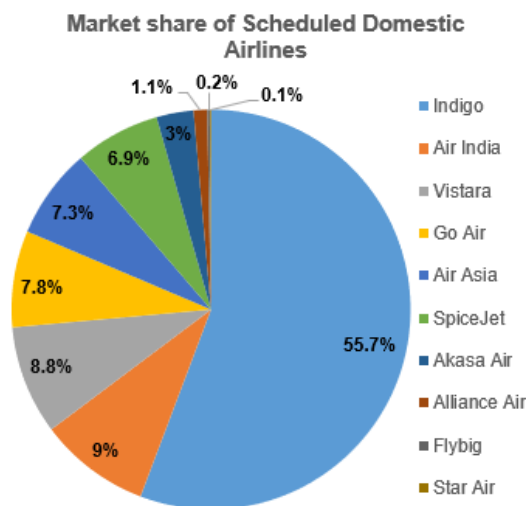
PPP AIRPORTS IN INDIA

India has 5 PPP airports, one each at Mumbai, Delhi, Cochin, Hyderabad and Bengaluru, which together handle over 55% of the country's air traffic. The Delhi airport accounts for 46% and the Mumbai airport accounts for 39% of the gross revenue with the government.

| Name of the airport | Operator | Type of project/ PPP structure | Revenue sharing |
|--|---|--------------------------------|--|
| Chhatrapati Shivaji International Airport | Mumbai International Airport Ltd (MIAL) | Brownfield/BOOT | 38.7% of gross revenue to be shared with AAI |
| Indira Gandhi International Airport | Delhi International Airport Ltd (DIAL) | Brownfield/BOOT | 45.9% of gross revenue to be shared with AAI |
| Rajiv Gandhi International Airport | GMR Hyderabad International Airport Ltd (GHIAL) | Greenfield/BOOT | Concession fees - 4% of gross revenue to be shared with AAI |
| Bengaluru International Airport | Bengaluru International Airport Ltd (BIAL) | Greenfield/BOOT | Concession fees - 4% of gross revenue to be shared with AAI |
| Cochin International Airport | Cochin International Airport Ltd (CIAL) | Greenfield/BOO | Payment of dividend to the Government towards their 26% equity capital |

MAJOR DOMESTIC AIRLINES

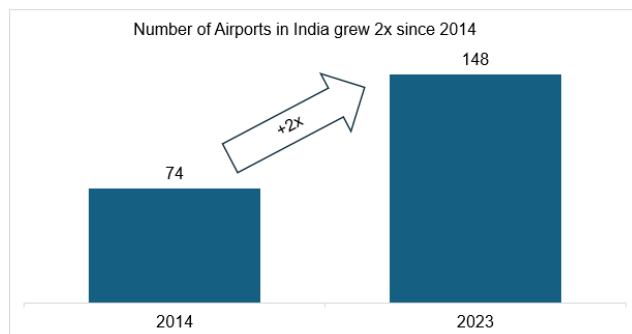
The below pie chart represents the market share of Scheduled Domestic airlines in March 2023. The below bar graph represents the Passenger Load Factor.



GOVERNMENT INITIATIVES

The government's commitment to promoting aviation growth has been essential in driving this story of success. A set of well-planned strategic initiatives has been launched to strengthen the industry and realise its full potential.

India's aviation industry has witnessed notable growth during the period of nine years. The number operational airports has doubled in the time, from in 2014 to 148 as of April 2023, thus enabling them expand their coverage and attract more air travellers. This progress can be mainly attributed to government policies and initiatives. An instance is the Regional Connectivity Scheme - Ude Desh ka Aam Nagrik, launched in 2016, which seeks to connect remote and underserved airports throughout India by refurbishing existing airstrips and building new ones where needed. In addition to that, Indian authorities are committed towards sustainability.



of 74 to

The latest milestones achieved at the Delhi and Mumbai airports show that commitment, with both having achieved the highly regarded Level 4+ Carbon Accreditation. This honour underscores their focus on minimizing carbon emission levels and fostering sustainable aviation standards.

The National Civil Aviation Policy (NCAP) 2016:

The National Civil Aviation Policy (NCAP) was published by the Ministry of Civil Aviation in 2016. It includes goals such as promoting the sector's rapid expansion, improving the ease of doing business, advancing regional connectivity, and allowing additional market actors to meet India's largely unmet and growing demand. The policy covers 22 areas of the civil aviation sector. Airlines can commence international operations and will have to deploy 20 aircrafts or 20% of their total capacity (whichever is higher) for domestic operations.

Regional Connectivity Scheme:

Regional Connectivity Scheme (RCS), also known as Ude Desh ka Aam Nagrik (UDAN), is central to this growth. During the last six years, the program has had several successful editions aimed at predominantly connecting unconnected and under-serviced areas all over India. Through upgrading underutilized airstrips and airports, UDAN's main goal is to ensure that essential air travel becomes accessible even to remote areas, thus simultaneously fostering regional economic development.

UDAN will enable all Indian citizens to fly with equal rights by implementing a 10-year operational plan. The RCS-UDAN has been the major factor in accelerating the civil aviation sector, which is evident with the birth of four new successful airlines within the last six years. The scheme has facilitated airline operators in launching operations and establishing sustainable business models. It also offers opportunities for small regional airlines to expand their operations. The successful operation of these airlines underscores the creation of a favourable ecosystem for the airline business, highlighting the effectiveness of the UDAN scheme.

Greenfield Airports Policy:

The Greenfield Airports (GFA) Policy, 2008 was created by the Government of India (GoI), and it outlines the requirements, process, and rules for the construction of new Greenfield Airports in the nation. So far, the Government of India has given 'in-principle' approval for the establishment of 21 Greenfield Airports across the country, including Mopa in Goa, Navi Mumbai, Shirdi and Sindhudurg in Maharashtra, Kalaburagi, Vijayapura, Hassan and Shivamogga in Karnataka, Dabra (Gwalior) in Madhya Pradesh, Kushinagar and Noida (Jewar) in Uttar Pradesh.

Carbon neutrality initiatives:

The Ministry of Civil Aviation (MoCA) has initiated programmes aimed at advancing carbon neutrality and achieving net zero carbon emissions at airports throughout the nation by standardising the Carbon Accounting and Reporting framework for Indian airports. In pursuit of this objective, airport operators engaged in scheduled operations have been advised to evaluate carbon emissions at their airports and move towards carbon neutrality and net zero emissions through a phased approach.

The MoCA is actively encouraging the collaboration of developers of new greenfield airports with the respective state governments to prioritise net zero emissions and carbon neutrality in their development plans.

Owing to the efforts of the Indian government, airports such as Mumbai, Delhi, Bengaluru, and Hyderabad have achieved Level 4+ and higher Airports International Council (ACI) Accreditation, positioning them as carbon-neutral entities. In addition, 66 Indian airports now rely entirely on green energy sources for their power needs.

Enhancing user experience:

The MoCA emphasizes the necessity of complying with global international travel standards to facilitate expedited travel. Exploring modifications in airport design and adopting advanced technologies for streamlining immigration and security check processes are crucial steps towards realising the vision of establishing international aviation hubs in India.

- **Cross-utilisation of XBIS machines:** The investigation into the cross-utilisation of domestic and international X-Ray Baggage Inspection System (XBIS) machines at Delhi Airport aims to improve machine availability and consequently reduce wait times.
- **Deployment of new technologies:** Currently, proof-of-concept trials are underway for implementing e-gates and e-biometrics in immigration processes. These initiatives are set to redefine efficiency and security standards in air travel.
- **Growth in manpower:** A comprehensive analysis has been conducted regarding the workforce requirements of Central Industrial Security Force (CISF) and immigration officers. This analysis considers the scheduled expansion of current airports and the establishment of new ones nationwide, including those in Navi Mumbai and Jewar.

CONCLUSION

India's significant progression in the aviation sector, particularly within the global passenger market, marks a crucial evolution in its economic and strategic stature on the international stage. The transition to the world's third-largest domestic aviation market is driven by a robust increase in the middle-class population, enhanced air connectivity and substantial investments in airport infrastructure, with a strategic plan to expand to 220 operational airports by 2025. India is becoming increasingly important in global aviation discussions and is reinforcing its crucial role in the international passenger market. This is due to a young demographic, rising disposable income and a growing preference for air travel. Government initiatives such as RCS-UDAN have been instrumental in making air travel more accessible to a wider demographic, contributing to a democratised and inclusive growth model. Moreover, India's focus on sustainability and airport modernisation reflects a commitment to responsible aviation practices. The measures taken to improve the quality of infrastructure and the increase in demand for tickets are indications of Indian ambition not only to enter but also to become a leader in the international passenger market. Thus, the trajectory not only reveals India's increasing significance but also the opportunity that exists for India to revolutionize the worldwide airline business, making it one of its major stakeholders with a significant impact on policies and other operational aspects.

(Source: <https://www.ibef.org/blogs/air-travel-trends-india-s-rising-importance-in-the-global-passenger-market> ,
<https://www.ibef.org/blogs/the-sky-s-the-limit-india-s-growing-aviation-industry>)

OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the section titled "**Risk Factors**", beginning on page 31 of this Draft Red Herring Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the detailed information about our Company and its financial statements, including the notes thereto, in the section titled "**Risk Factors**", "**Financial Statement**" beginning on page 31 and 168 respectively, of this Draft Red Herring Prospectus.

Unless otherwise stated or the context otherwise requires, in relation to business operations, in this section of this Draft Red Herring Prospectus, all references to "**we**", "**us**", "**our**" and "**our Company**" are to Flywings Simulator Training Centre Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements.

OVERVIEW OF OUR BUSINESS

We are a company engaged in Aviation Training located in Gurgaon. Our company specializes in providing comprehensive training services tailored for commercial aircraft operations. These services encompass a wide range of critical areas including Generic Aviation, In-flight Services, Basic First Aid, Inter-Department Coordination, Voice & Accent Training, In-flight Procedures, Personality Development, Passenger Handling, Grooming Standards, Safety Emergency Procedures, Door Operations, Emergency Evacuation, In-flight Fire Fighting, and Ditching Drills.

Operating out of Gurgaon, we proudly serve an esteemed clientele featuring all A-rated domestic airlines such as Vistara, Indigo, SpiceJet, and Air India also International Airlines such as Himalaya Airlines, Nepal Airline Corporation, WOW Air and Ariana Afghan. Our training programs are designed to ensure the highest standards of safety, efficiency, and professionalism in the aviation industry. We provide Safety and Emergency Procedures training for Cabin Crew. Our quality of Training depends on the right combination of Training Devices, Experienced Training Faculty, Industry Experts and Infrastructure of the Training Centre.

Devices & Trainings offered:

- A-320 CEET Cabin Emergency Evacuation Trainer
- A-320 Extended Door Trainer
- A-321neo Door Trainer
- Boeing 787 Door Trainer
- V7000 Live Fire & Smoke Trainer
- Water Survival Training RAFT Drill

Established 9 years ago, our specialized training arm has rapidly become a premier provider of both regulatory-approved and generic aviation safety training. Our facility has successfully trained over 20,000+ cabin crew members from leading airlines such as IndiGo, Spice Jet, Vistara, Air Asia, GoAir, Himalaya Airlines, Nepal Airline Corporation, Ariana Afghan, WOW Air, and various Non-Scheduled Operators.

Our company serves as a "One Stop Shop" for all Safety Emergency Procedure (SEP) drills, offering unparalleled access to the latest "State of the Art" training devices. This enables us to deliver cutting-edge, comprehensive training programs that meet the highest industry standards, ensuring that aviation professionals are exceptionally well-prepared for any emergency situation. We are committed to providing comprehensive aviation safety-centric courses designed to enhance the preparedness and response capabilities of aviation professionals. Our curriculum includes Safety Emergency Procedures Drill focused on Emergency Evacuation (Land), equipping participants with the skills to efficiently evacuate passengers, including those with disabilities.

In-Flight Fire Detection and Fighting courses train personnel to promptly identify and manage fire hazards. We offer extensive training on Ditching Drill, including the use of Survival Kits and Life Vests, as well as Basic First Aid to address immediate health concerns during flights.

Our program covers a variety of emergency scenarios, such as Heart Attacks and Strokes, ensuring readiness for medical crises. Additionally, we provide Basic Aviation Security Awareness, including an Introduction to AVSEC, identification of Threats & Risks to Civil Aviation, and specialized training on Cargo & Catering Security and Bomb Threat Management/LRBL. Our courses also include Emergency Response planning, a thorough understanding of Dangerous Goods Regulations (DGR), covering Introduction to DGR, classification, accepted/exempted/prohibited items, and proper Labels & Markings. We emphasize the importance of a robust Safety Management System, exploring various perspectives of safety, advocating for continuous Safety Improvements, and utilizing a Traditional approach to Preventing accidents.

Our Risk Assessment Matrix helps in systematically evaluating and mitigating potential hazards, fostering a culture of safety and risk awareness across the aviation industry. In addition to airline training, we provide comprehensive programs for aspiring male and female trainees aiming to become cabin crew or ground staff. While our Training Centre itself is not governed by DGCA due to the absence of a specific Civil Aviation Requirement (CAR), Airlines partner with us and obtain DGCA approval to conduct their training at our premises, utilizing our cabin simulator devices.

In the airline sector, we have established alliances with prominent carriers including Air India, IndiGo, Vistara, Akasa, SpiceJet, AIX Connect, flybig, Alliance Air, Star Air, and Zoom Air. For non-scheduled operations, we partner with esteemed operators like Air Charter Services, Club One, and Jet Set Go. Additionally, we maintain strategic alliances with prestigious educational institutions including Galgotias University and Chandigarh University, ensuring a strong partnerships and collaborations across various sectors of the aviation industry.

Our business model operates primarily on a B2B framework, with a portion dedicated to B2C services. We provide training services to the aviation sector, focusing on both commercial airlines and individual clients. We extend our services across India, ensuring a Pan-India presence. By catering to both the corporate and individual segments within the service industry, we ensure that our training programs not only enhance operational efficiency and safety but also contribute to the professional development of individuals, thereby elevating the overall standards within the aviation industry.

Our lead instructors are seasoned aviation expert with over two decades of experience in inflight safety. During their more than decade tenure with India's leading airline, they have successfully trained over many captains and flight attendants collectively. Some of our instructors are Safety & Emergency Procedure (SEP) instructors, they have designed and delivered numerous workshop and modules on in-Flight safety and services. Additionally, they have made significant contributions to the Directorate General of Civil Aviation (DGCA) in role as a Cabin Safety Inspector.

In response to the audit conducted in 2013 and 2014 by the International Civil Aviation Organization (ICAO), which resulted in the downgrading of India's training capability, the need for a training facility for flight and cabin crew became evident. Addressing this critical requirement, we launched our operations in 2015, establishing ourselves as a premier provider of aviation training. Our commitment quickly attracted top airline clients, with IndiGo and Vistara being our first partners.

Our company is expanding its business activities by taking over an aviation school in Johannesburg, South Africa. This acquisition is proposed to be beneficial for our company to entre in the pilot training programme. After the acquisition the company shall increase its service portfolio by adding services such as Private Pilot Licence, Night Rating, Commercial Pilot Licence, ATPL Preparation, Instrument Rating, Initial Multi-Engine Rating, Instructors Rating, Simulator Training, PPL and CPL Ground School theory classes, Boeing 737 NG Procedural trainer, Airbus 320 Type rating, RVSM and RNAV Training. Our company post-acquisition would also add new air-planes in the school to train pilots on new aircrafts.

Our company is also setting up fixed based simulators in India to provide mandatory flying training to Pilots. This would expand our reach in the aviation industry.

Mission: To provide our customers with cost effective, world class training that consistently meets our customer expectations in the airline and service industry. To achieve this, we will continue in developing our people and establish lasting relationships with our customers and suppliers.

Vision: To make civil aviation safe, leading and sustainable.

- FWSTC was established with a vision of imparting viable Aviation Training Solution to Aviation Industry in general and Indian Aviation in specific.
- To be responsive to our client's needs in a world that demands more every day.
- The increase in the demand to air travel, leads to more and more employment in the aviation industry.

KEY PERFORMANCE INDICATORS OF OUR COMPANY

(₹ in Lakhs)

| Key Financial Performance | FY 2023-24 | FY 2022-23 | FY 2021-22 |
|----------------------------|------------|------------|------------|
| Revenue from operations(1) | 2,220.28 | 1,037.65 | 143.67 |
| EBITDA(2) | 1,522.32 | 577.89 | (21.37) |
| EBITDA Margin %(3) | 68.56% | 55.69% | (14.87)% |
| PAT | 1,083.99 | 413.38 | (300.05) |
| PAT Margin %(4) | 48.82% | 39.84% | (208.86)% |
| Networth(5) | 2,387.97 | 105.15 | (308.23) |
| RoE %(6) | 86.96% | (407.10)% | 200.99% |
| RoCE% (7) | 46.61% | 60.69% | (15.31)% |

Notes:

⁽¹⁾ Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

⁽³⁾ 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾ 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

⁽⁵⁾ Networth means the aggregate value of the paid-up share capital and reserves and surplus of the company less deferred tax assets.

⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term borrowings.

OUR SERVICES

Our company offers a comprehensive range of services divided into two key segments: Cabin Crew Training and Ground Training. Below is a detailed explanation of each segment and the courses we provide:

1. Cabin Crew Training

- Generic Aviation
- In-flight Services
- Basic First Aid
- Inter-Department Coordination
- Voice & Accent Training
- In-flight Procedures
- Personality Development
- Passenger Handling
- Grooming Standards
- Safety Emergency Procedures
- Door Operations
- Emergency Evacuation
- Inflight Fire Fighting
- Ditching Drill





Our training facility is equipped with simulators designed to provide realistic and comprehensive training experiences. These simulators include:

- i. **Boeing 787 Cabin Simulator:** The Boeing 787 Cabin Simulator is a critical asset in our training portfolio, replicating the interior of a Boeing 787 to provide trainees with a highly accurate environment for practicing in-flight procedures, safety protocols, and emergency responses. This simulator features fully functional cabin equipment, emergency exit operations, and passenger interaction scenarios, offering hands-on experience in a realistic setting that enhances trainees' confidence and preparedness. Essential to this setup are the door trainers, which simulate the normal and malfunction functions of aircraft doors, including custom malfunctions, ensuring the crew is prepared for any circumstance. This type of training is a compulsory requirement set by the governing bodies of the civil aviation industry. The high-technology systems in the simulator deliver practical training at a fraction of the cost of using a real aircraft.

Specifically customized to train cabin crew- the door trainer is a sectional mock-up of the aircraft's main entry and emergency exit doors, providing crew members with the specific safety training required for unique door designs and operations. This specialized training ensures that cabin crew can effectively manage any emergency, making the Boeing 787 Cabin Simulator an indispensable component of our business in maintaining high standards of safety and operational readiness.

- ii. **Airbus 320 CEET (Cabin Emergency Evacuation Trainer):** The Airbus A320 CEET (Cabin Emergency Evacuation Trainer) is an advanced training device that significantly enhances the quality and effectiveness of crew training on the A320 aircraft. This sophisticated simulator is equipped with essential components such as visuals, video, and a sound system to realistically simulate flight and emergency situations. It features a cockpit section with fully-functional pilot seats, oxygen masks, a moveable window, and a communication system. The cabin section includes galleys, lavatories, functional bins, and passenger seats, along with operational doors and emergency slides. Notable features include a single-line slide at Door 1L, a dual-line slide at the Over Wing Exit (LH), a Main Entry Door 1L and a fully functional emergency exit Type III. The CEET also allows for fire and smoke simulation at six locations, rapid decompression with oxygen mask release, and indication of evacuation and smoke alerts, all controlled via touch-screen monitors at the Instructor Operation Station. With seating for passengers, 3 cabin crew, 2 pilots, and 2 instructors, this training is crucial for ensuring swift and safe passenger egress during emergencies. By providing a realistic and immersive training environment enabling crew members to master critical evacuation protocols and significantly enhancing their preparedness for real-world emergency scenarios.
- iii. **Airbus 321neo Simulator:** The Airbus A321neo Simulator is a modern aviation training technology within our comprehensive training facility. Tailored specifically to replicate the cockpit and flight dynamics of the Airbus A321neo aircraft, this simulator offers an unparalleled level of realism and immersion for pilot training. Its

advanced features include a fully functional cockpit with realistic controls, instrumentation, and avionics systems, allowing pilots to familiarize themselves with the aircraft's intricacies and procedures in a controlled environment. Moreover, the simulator incorporates high-fidelity visuals and motion systems, providing an immersive experience that closely resembles actual flight conditions. Pilots undergo rigorous training scenarios, ranging from routine operations to emergency procedures, ensuring proficiency and readiness for real-world situations. With its ability to simulate a wide range of weather conditions, system failures, and emergency scenarios. It also includes advanced systems for practicing in-flight services, safety checks, and passenger management. The A321neo simulator is particularly beneficial for training on newer aircraft models, ensuring that crew members are adept at handling modern aviation technologies and procedures.

- iv. **Fire Trainer:** Aircraft fires represent a significant challenge in firefighting due to the extreme nature of the potential hazard and the immediate impact on passengers and aircrew. Our Cabin Crew Training includes a dedicated component for preparing crew members to handle potential aircraft fires. This scenario meticulously replicates the interior of a passenger aircraft, providing an immersive training environment where crew members can practice combating fires in various areas such as the cabin, lavatory, seats, or overhead compartments.

Our V7000 Brigade™ cabin fire and smoke trainer is an advanced solution for realistic and professional fire training. Designed to accommodate 2-3 trainees plus an instructor, it features an automatic fire extinguisher refilling system to streamline the training process. The trainer simulates a wide range of fire scenarios, including fires originating from laptops, smartphones, tablets, ovens, seats, luggage compartments, and lavatory waste bins. Key training features include fire, smoke, heat, glowing spots, short circuit effects, and smoke detection, offering an immersive and comprehensive training experience. The equipment includes an automatic refilling station, training fire extinguishers, a remote-control unit, an air compressor, a water decalcifier, and a heating system to ensure optimal performance. To guarantee comprehensive preparedness, emergency contact numbers are prominently displayed at the training station, ensuring immediate access to assistance in the event of any mishaps during training. Through the use of intensely realistic training, this simulation challenges crew members to make strategic and tactical decisions under pressure.

- v. **Ditching Pool:** The ditching pool is an essential component for training in water evacuation procedures, meticulously simulating the conditions of an emergency water landing. This facility allows trainees to practice deploying and boarding life rafts, using survival equipment, and performing rescue operations, providing invaluable hands-on experience in water survival techniques.

To ensure the highest standards of safety and effectiveness, the water depth is maintained according to regulatory authority guidelines, and all life jackets and slide rafts used in training are kept in serviceable condition. The pool's edge is clearly visible where it meets the water, and all surfaces, edges, and surrounds are meticulously maintained to be free from trip hazards. Safety measures include guarding water sumps, inlets, outlets, and circulation pumps to prevent entanglement or injury. Handrails, steps, and resting ledges are clearly visible and well-maintained, and the water is changed at appropriate intervals to ensure hygiene. The pool's pH is maintained between 7.2 and 7.8, and there are sufficient life savers and lifeguards present to ensure the safe conduct of drills. All staff, including lifeguards and swimming instructors, are appropriately trained and informed about their roles, ensuring a well-coordinated response to any emergencies. Additionally, suitable means for calling for assistance are readily available, with emergency contact numbers for ambulance services, police, fire stations, and doctors prominently displayed. Comprehensive risk assessments cover manual handling, first aid arrangements, electrical and other equipment, chemical control, and security, ensuring a safe and effective training environment for all participants.

2. Ground Training

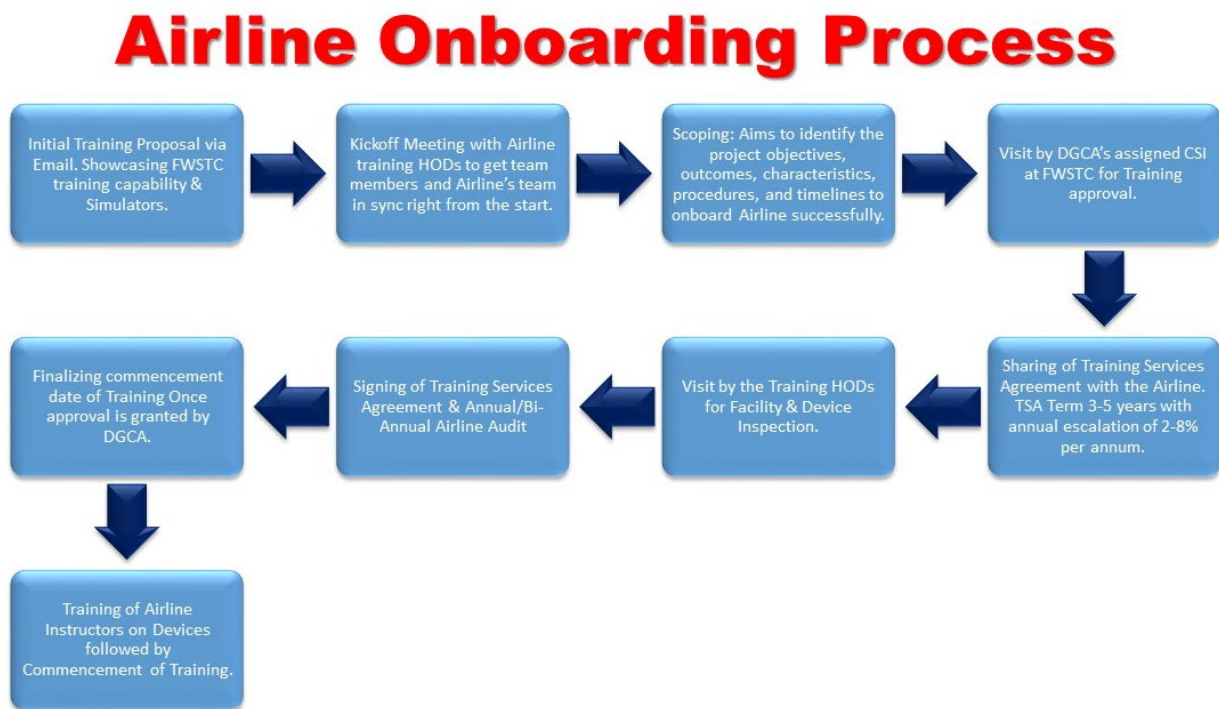
- Voice & Accent Training
- Customer Service Training
- Grooming Standards Airport Division
- Aviation Fundamentals
- Reservation includes Baggage screening and Queue Management
- Check-in Procedures
- Baggage Make-Up Area
- Security Hold Area and boarding gate
- Boarding Gate Formalities and Announcements
- Arrival Procedures

- i. **Communication Skills Enhancement:** Techniques to improve pronunciation, clarity, tone, and accent neutralization for effective communication with passengers from diverse backgrounds, emphasizing articulation and intonation.

- ii. **Customer Service Excellence:** Understanding and meeting customer expectations, handling inquiries, complaints, and requests with professionalism and empathy, while developing problem-solving and conflict resolution skills.
- iii. **Professional Appearance and Hygiene:** Guidelines for personal grooming, dress code adherence, and presentation standards, along with maintaining hygiene practices specific to airport environments.
- iv. **Aviation Industry Overview:** Introduction to aviation industry fundamentals, including its history, current trends, airport operations, regulations, safety protocols, and ground staff roles in ensuring smooth operations.
- v. **Passenger Handling and Check-in Procedures:** Step-by-step instructions for passenger check-in processes, including handling travel documents, reservations, ticketing, baggage screening, and queue management strategies for efficient processing.
- vi. **Boarding Procedures and Arrival Assistance:** Security protocols for the security hold area, boarding gate management, pre-boarding announcements, boarding formalities, and procedures for welcoming arriving passengers, assisting with disembarkation, baggage claim, and coordination with ground transportation services.

For more details of our services please visit our website: www.fwstc.co.in

OUR PROCESS



1. Initiating Contact with Initial Training Proposal:

We initiate the onboarding process by crafting and dispatching an Initial Training Proposal via email to the designated contacts at the airline. This proposal serves as a comprehensive introduction to the capabilities of our Flywings Simulator Training Centre Limited (FWSTCL) and to showcase the cutting-edge simulators at our disposal. Through this communication, we aim to lay the groundwork for a productive partnership.

2. Organizing Kickoff Meeting with Airline Training HODs:

Subsequent to the proposal, we orchestrate a Kickoff Meeting with the Heads of Departments (HODs) responsible for training within the airline. This session is meticulously designed to foster synergy between our teams right from the onset of our collaboration. It provides a platform for aligning objectives, expectations, and timelines essential for a successful onboarding journey.

3. Scoping for Project Objectives and Outcomes:

The Scoping phase represents a pivotal stage aimed at delineating the project's objectives, outcomes, characteristics, procedures, and timelines imperative for the seamless integration of the airline. Through in-depth consultations and assessments, we endeavor to discern the unique training requisites of the airline, thereby customizing our approach to ensure maximum efficacy.

4. Facilitating Visit by DGCA's Assigned CSI for Training Approval:

As staunch advocates of regulatory compliance, we facilitate a visit by the Directorate General of Civil Aviation's (DGCA) appointed Chief Safety Inspector (CSI) to our FWSTC premises for the requisite training approval. This endeavor underscores our unwavering commitment to upholding the highest standards of safety and quality in line with aviation regulations.

5. Sharing Training Services Agreement with the Airline:

Upon obtaining regulatory nod, we extend the Training Services Agreement (TSA) to the airline. This meticulously crafted document outlines the terms and conditions governing our training partnership, encompassing a tenure of 3-5 years with an annual escalation clause ranging from 2-8% per annum. The TSA embodies the formalization of our collaborative endeavor, setting the stage for a mutually beneficial alliance.

6. Coordinating visit by the Training HODs for Facility & Device Inspection:

In furtherance of our commitment to excellence, representatives from the airline's Training Heads of Departments undertake a comprehensive inspection of our facilities and training devices. This diligent scrutiny ensures alignment with the airline's stringent standards and specifications, facilitating seamless integration into their training ecosystem.

7. Finalizing Signing of Training Services Agreement & Annual/Bi-Annual Airline Audit:

With all regulatory and contractual formalities met, including the signing of the Training Services Agreement, we usher in a period of collaborative engagement. Additionally, arrangements are made for periodic airline audits, conducted annually or bi-annually, to uphold compliance and quality assurance standards.

8. Determining Commencement Date of Training:

Upon securing requisite approvals, including the nod from DGCA, we proceed to finalize the commencement date of training. This pivotal milestone is determined following meticulous consideration of regulatory prerequisites, resource availability, and alignment with the airline's operational schedule.

9. Conducting Training of Airline Instructors on Devices:

The culmination of our preparatory efforts manifests in the training of the airline's instructors on the operation of our sophisticated devices and equipment. Once equipped with requisite skills, the training program is officially launched, heralding the commencement of a collaborative journey aimed at elevating airline safety and operational efficiency to new heights.

OUR COMPETITIVE STRENGTHS

- **One stop of training solution**

Our comprehensive training approach is designed to meet all training and development needs on a single, centralized platform. This streamlines the training process, ensures consistency, and maximizes efficiency.

- **In-depth knowledge about the sector**

By effectively leveraging competitive strengths, we can differentiate ourselves in the market, attract and retain customers, and achieve sustainable growth and profitability.

- **Trained professional**

Our commitment to comprehensive training and continuous development programs ensures a skilled workforce that meets current demands and adapts to future challenges and opportunities, securing long-term competitive advantage and market leadership.

OUR MARKETING STRATEGY

Our comprehensive marketing strategy leverages a variety of channels and efforts to maximize our reach and engagement within the aviation industry and beyond. Key components of our strategy include:

1. Social Media Marketing:

- **Instagram:** We utilize Instagram to showcase our training programs, facilities, and success stories through visually appealing content. This platform helps us engage with a younger audience and aspiring aviation professionals.
- **Facebook:** Through Facebook, we share updates, news, and events related to our training center. It serves as a platform for community building and interaction with potential and current students.

2. Google Ads & Campaigns:

- We run targeted Google Ads and campaigns to increase our online visibility and attract potential students searching for aviation training. These ads are designed to drive traffic to our website and generate leads for our programs.

3. Promotions in Schools & Colleges:

- We conduct promotional activities in schools and colleges to create awareness about aviation careers and our training programs. This includes presentations, workshops, and participation in career fairs to inspire and inform students about opportunities in the aviation sector.

4. Paid Promotions in Aviation Events:

- We invest in paid promotions at key aviation events, such as industry conferences, seminars, and expos. These promotions help us connect with industry professionals, potential students, and other stakeholders, enhancing our brand visibility and credibility.

5. Flyers & Brochures Distribution:

- We distribute informative flyers and brochures that highlight our training programs, facilities, and unique selling points. These materials are distributed at strategic locations, such as schools, colleges, and aviation events, to reach a wider audience.

LIST OF CLIENTS AND SUPPLIERS

Our company has reputed client base which includes various reputed Clients. Our strategy is to seek new clients and at the same time secure additional engagements from existing clients by providing timely and improved services. We believe that our current capabilities and plans for the future will ensure that we are well positioned to attract and develop new client relationships. Business from new client is accepted upon consideration of factors such as alignment of capabilities and client expectation, volume of business and future business, potential for close partnership with long-term association, and an analysis of upfront costs.

As we are into the business of providing aviation services to our clients, hence we do not have any suppliers for our services. Below is the list of Top 5 and Top 10 Client Sales for past three years:

Percentage of our Top 5 and Top 10 Clients of Total Sales for the respective years:

| Particulars | For Financial Year ended | | | | | |
|-----------------|--------------------------|--------|--------------|--------|--------------|--------|
| | FY 2023-24 | | FY 2022-23 | | FY 2021-22 | |
| | ₹ (in lakhs) | % | ₹ (in lakhs) | % | ₹ (in lakhs) | % |
| Top 5 customers | 1841 | 95.58% | 965.05 | 97.68% | 142.68 | 99.78% |

| Particulars | For Financial Year ended | | | | | |
|------------------|--------------------------|------|--------------|------|--------------|------|
| | FY 2023-24 | | FY 2022-23 | | FY 2021-22 | |
| | ₹ (in lakhs) | % | ₹ (in lakhs) | % | ₹ (in lakhs) | % |
| Top 10 customers | 1926 | 100% | 988 | 100% | 143 | 100% |

OUR BUSINESS STRATEGY

As part of our strategic growth and diversification plan, the company aims to expand its current capacity and venture into new service areas. This will not only broaden our service portfolio but also strengthen our market position in the aviation industry. The key areas of expansion include:

1. Aircraft Maintenance and Repair Services

(DGCA part 145/147) To address the critical need for reliable aircraft maintenance, we will establish a full-fledged aircraft maintenance and repair division. This new service will include routine inspections, minor and major repairs, and complete overhauls. By ensuring that aircraft are maintained to the highest standards, we will enhance the safety and operational efficiency of commercial aviation fleets. This expansion will also allow us to build long-term relationships with airlines and other aviation stakeholders, providing them with essential maintenance support.

2. Acquisition of an Pilot Training School in South Africa

India is becoming 3rd largest industry in civil aviation in the world, with the rapid expansion and 100s of aircraft in envisage to arrive in India there is a need of thousands of skilled and trained pilot's requirements to meet such a high demand our planning to acquire well established and reputed flying school in South Africa. South Africa has one of the highest safety standard records which will enhance quality and standard of our Indian aspirational pilots. This acquisition will enable us to extend our high-quality training services to the African continent, tapping into the growing aviation market not only in the region but also to other international continents. The school will offer a range of training programs, including pilot training, cabin crew training, and aviation management courses. By establishing a presence in South Africa, we aim to contribute to the development of local aviation talent and support the region's aviation industry growth.

3. Investment in Advanced Airplane Simulators

To further enhance our pilot training capabilities, post commercial training and as a backward integration, we intend to invest in state-of-the-art airplane simulators. These simulators will provide a realistic and immersive training environment, allowing pilots to practice various flying conditions and emergency scenarios. The advanced technology will ensure that pilots receive top-notch training, improving their skills and preparedness for real-world operations. This investment will also attract more aspiring pilots to our training programs, reinforcing our reputation as a leading aviation training provider.

4. International SEP Training Collaborations:

We are actively engaging in discussions with aviation authorities in Nepal to offer Safety and Emergency Procedures (SEP) training at our Flight and Simulation Training Centre (FWSTC). These collaborations aim to extend our expertise and training capabilities beyond national borders, positioning us as a regional leader in aviation training and ensuring that our training standards meet the international requirements.

5. Fleet Expansion and Training Opportunities with Indian operators:

IndiGo has placed a confirmed order for the Airbus A350, and Air India has committed to acquiring 34 Airbus A350 aircraft. These significant fleet expansions by major airlines present substantial opportunities for our training centre by procuring type specific door and cabin trainer. In addition, we are preparing to provide comprehensive one stop solution training to support these airlines, including type rating courses for pilots and specific training programs for cabin crew to operate the new aircraft efficiently and safely. This alignment with major fleet expansions enhances our relevance and value proposition in the aviation training market.

Course Wise Revenue:

| Year | ₹ In Lakhs | | | |
|--------------|---------------------|--------------------|------------------------------|--------------|
| | Cabin crew training | Class Room Session | Flight Deck Practice Session | Other Income |
| FY 2023-2024 | 2044.19 | 5.69 | 170.41 | 39.53 |
| FY 2022-2023 | 893.26 | 2.13 | 142.26 | 5.86 |
| FY 2021-2022 | 110.11 | 0.38 | 33.18 | 2.32 |

SWOT ANALYSIS OF OUR COMPANY

| STRENGTHS | WEAKNESSES |
|--|---|
| <ul style="list-style-type: none"> • Strong brand recognition among all airlines in India & Nepal: Our brand enjoys widespread recognition and trust across the aviation industry in both India and Nepal. • Diversified product portfolio: We offer a wide range of products, catering to various needs and preferences of our customers. • Innovative and customer-centric approach: Our company is known for its innovative solutions and steady emphasis on meeting customer needs. | <ul style="list-style-type: none"> • Dependence on imported training devices & equipment: The absence of domestic Original Equipment Manufacturers (OEMs) results in high costs for equipment acquisition and import duties. |
| OPPORTUNITIES | THREATS |
| <ul style="list-style-type: none"> • Introduction of new training devices & equipment: We can explore opportunities to incorporate the latest training technology to enhance our offerings. • Strategic partnerships and collaborations with upcoming airlines: Forming alliances with emerging airlines can expand our market reach and enhance our service offerings. • Increased focus on sustainability: Embracing sustainability practices presents avenues for growth and differentiation in the market. | <ul style="list-style-type: none"> • Regulatory challenges and compliance issues in the future: Adapting to evolving regulations and ensuring compliance may pose challenges to our operations. • Economic downturns and market instability: Fluctuations in the economy and market conditions could impact consumer spending and industry stability. |

QUALITY CONTROL AND CERTIFICATIONS

Our commitment to safety is reflected in our comprehensive Safety Management System (SMS), which encompasses the entire team. Every member of our organization is thoroughly trained on SMS principles and practices, ensuring a culture of safety is deeply ingrained in our daily operations. Additionally, our engineering team is fully compliant with Safety Risk Assessment (SRA) protocols. This compliance guarantees that all potential safety risks are systematically identified, assessed, and mitigated.

INFRASTRUCTURE FACILITIES FOR UTILITIES LIKE ELECTRICITY, WATER & POWER

Infrastructure Facilities

Our Registered Office and Training facility is situated at Ground Floor, Killa No. 13, Begumpur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana- 122001. Spanning an area of 3,000 sq meters out of which 22,000 sq ft has been constructed our premises are leased and well-equipped. This includes modern computer systems, high-speed internet connectivity, advanced communication equipment, robust security measures, and various other facilities essential for the seamless functioning of our business operations. Our infrastructure supports our commitment to providing high-quality aviation training and maintaining operational excellence.

Power

The Registered Office of our company meets its power requirements by purchasing electricity From Dakshin Haryana Bijli Vitran Nigam.

Water

Water is a key and indispensable resource requirement in our production process. Our company has made adequate arrangements to meet its water requirements. Water is used for humidification as well as for drinking and Sanitary Purpose.

MATERIAL CONTRACTS

| Sr. No. | Party Name | Purpose of the Agreement | Period of Agreement | |
|---------|--|----------------------------------|---------------------|-------------------|
| | | | From* | To |
| 1. | TATA SIA Airlines Limited (Vistara) | Crew Training Services Agreement | May 01, 2015 | November 30, 2024 |
| 2. | SpiceJet Limited | Crew Training Services Agreement | April 12, 2016 | March 31, 2025 |
| 3. | SNV Aviation Private Limited (Akasa Air) | Crew Training Services Agreement | June 28, 2022 | June 17, 2025 |

*From: the date mentioned under is when our company first made engagement with the respective Airlines as mentioned

HUMAN RESOURCE

We recruit after conducting reference checks and our new employees undergo training. We conduct training programs on a periodic basis for our employees on lending operations, underwriting and due diligence, KYC and anti-money laundering norms, risk management, information technology, and grievance redressal. We also constantly engage with our employees through programs such as periodic review meetings, conferences, and refresher trainings. We undertake specific training and quality checks of your collection team so as to ensure compliance with RBI guidelines for recovery of overdue loans.

The detailed break-up of our employees is as under:

| Sr. No. | Functions | Number of Employee |
|---------|----------------------------|--------------------|
| 1 | Admin & HR | 2 |
| 2 | Management | 2 |
| 3 | Training | 4 |
| 4 | Legal and Compliances | 1 |
| 5 | Accounting | 2 |
| 6 | Operations and Engineering | 4 |
| 7 | Others | 3 |
| | Total | 18 |

We have encountered no significant work disruptions to date and we believe that we have maintained good relations with our employees.

COMPETITION

We face competition from various domestic and other players in the market. Most of our competitors in the regional level are from the unorganized sector of the industry. We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way. Some of our competitors have greater financial, marketing, sales and other resources than we do. However, we expect that our commitment to quality, past record of timely execution and transparency will provide us with an edge over our competitors. Further we believe that our competition also depends on several factors which include changing business framework, competitive price, established relationship with suppliers, brand recognition etc.




COLLABORATIONS





We have not entered into any technical or financial or any other collaboration agreement as on the date of filing the Draft Red Herring Prospectus.

PLANT & MACHINERY

The major plant & machinery installed at our Registered office includes:

| Sr. No. | Particulars | Quantity |
|---------|---|----------|
| 1. | Cabin Crew Evacuation Trainer (CEET) for Airbus 320 | 1 |

| | | | |
|----|---|--|---|
| | |  | |
| 2. | Boeing 787 Door Trainer with accessories |  | 1 |
| 3. | A321 Neo Door Trainer |  | 1 |
| 4. | V7000 Brigade Cabin Crew Fire Trainer Equipment for fire training | | 1 |

| | | | |
|----|----------------------------------|--|---|
| | |  | |
| 5. | <p>s</p> <p>A320 Slide/Raft</p> |  | 2 |
| 6. | Life Raft |  | 1 |
| 7. | Data Package (B787 Door Trainer) |  | 4 |

OUR PROPERTIES

The detail of our properties owned or leased by our Company are as follows:

| Sr. No. | Date of Agreement | Name of the Owner | Area | License / Leased / Owned | Location of the Property | Period | Purpose |
|---------|-------------------|--|---|--------------------------|--|-------------------------------|-------------------|
| 1. | July 17, 2023 | Mr. Narinder Kumar Jain | 3,000 Sq meters out which 22,000 sq ft has been constructed | Leased | Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana - 122001, India | July 01, 2024 to May 31, 2025 | Registered office |
| 2. | October 05, 2023 | M/s. Flywings Simulator Training Centre Private Limited* | 397.62 sq m | Owned | A3-1101, the World Spa Sector 30 & 41, Gurgaon, Haryana, India | Lifetime until Sold | Residential |

Property is in name of M/s. Flywings Simulator Training Centre Private Limited, the company is in process to change it to M/s. Flywings Simulator Training Centre Limited

INSURANCE POLICIES


Our Company maintains insurance against various risks inherent in our business activities. While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. The following are the details of the insurance policies obtained by our Company:

| Sr. No | Name of the Insurance Policy Company | Type of Policy | Policy No. | Validity Period | Sum Insured (₹) (in lakhs) | Premium paid (₹) (in lakhs) |
|--------|---|--|---------------------|--|---|--|
| 1. | HDFC ERGO General Insurance Company Limited | Business Suraksha Classik- Laghu Udyam Insurance (Section I: Material Damage and Section II: Burglary and Housebreaking) | 2949205113741901000 | December 14, 2023 to December 13, 2024 | 3068.16 (Section I: Material Damage of 1725.08 and Section II: Burglary and Housebreaking of 1343.08) | 0.61 (Section I: Material Damage of 0.48 and Section II: Burglary and Housebreaking of 0.13) |

Insurance Policies are in name of M/s. Flywings Simulator Training Centre Private Limited, the company is in process to change it to M/s. Flywings Simulator Training Centre Limited

INTELLECTUAL PROPERTY

As on the date of the Draft Red Herring Prospectus, our Company has following IPRs in the name Flywings:

| Sr. No. | Word Mark | Application No. | Class | Registration/Application date | Status/ Validity |
|---------|---|-----------------|-------|-------------------------------|------------------|
| 1. | FLY WINGS SIMULATOR* | 6329149 | 41 | March 01, 2024 | Approved |
| 2. |  | 10885766 | 41 | June 26, 2024 | Applied |

*The trademark is in the name of Flywings Simulator Training Centre Private Limited



IMPORTS-EXPORTS AND IMPORT-EXPORT OBLIGATIONS

There are no Import- Export Obligation as on date of filing this Draft Red Herring Prospectus.

FINANCIAL INDEBTEDNESS OF THE COMPANY

As on the date of this Draft Red Herring Prospectus, our Company has availed unsecured loans. For further details, please refer to the section "*Statement of Financial Indebtness*" beginning on page 182 of this Draft Red Herring Prospectus.

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Red Herring Prospectus, the Companies Act, 2013, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.

Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business of Aviation Training Institute. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, its required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government and Other Statutory Approvals**” beginning on page 186 84of this Draft Red Herring Prospectus.

APPLICABLE LAWS AND REGULATIONS

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars, and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Aircraft Act, 1934 and Aircraft Rules, 1937

Aircraft Act, 1934 and Aircraft Rules, 1937 were enacted to regulate the civil aviation industry in India. The Act emphasizes at making better provisions for regulation of the manufacturing, possession, use, operation, sale and the import and export of aircraft and stipulating the parameters for determining airworthiness, maintenance of aircrafts, general conditions for flying and safety, registration of aircrafts and the conduct of investigations in case of any discrepancy.

Civil Aviation Requirements (CARs)

The Directorate General of Civil Aviation (DGCA), which is the regulatory body for civil aviation in India, issues CARs to ensure compliance with international standards and practices. CARs cover various aspects such as airworthiness, flight operations, licensing of personnel, aerodrome standards, and air transport operations. The requirements relating to Training of Ground Staff are given in the Section 7 of CARs which is extracted herein below for ease of reference:

Section - 7, Civil Aviation Requirements (CARs) - Flight Crew Standards, Training and Licensing

Section 7 of the Civil Aviation Requirements (CARs) established by the Directorate General of Civil Aviation (DGCA) has set forth the training procedures for obtaining approval as Ground Instructor. This section is designed to regulate and ensure the quality and safety standards of institutions involved in imparting ground staff training. It encompasses a framework applicable to all organizations engaged in ground staff training services within the aviation sector. The Section 7, Part VII, Issue - III - “Criteria for approval of Ground Instructors/Subject Matter Experts (SMEs)” provides for -

- That no operator/ATO shall use any person Ground Instructor/ SME without an approved certification under this CAR;
- Functions of Ground Instructor/SME and the functions elaborating the procedure;

- Eligibility/Qualifications for Ground Instructor/SME;
- Training Requirements for Approval as Ground Instructor/SME;
- Other general requirements for training the ground staff include Oral Examination, Issue, Renewal and Withdrawal of Ground Instructor Approval, recurrent training, refresh training, recordkeeping etc.

The Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. With effect from July 01, 2020 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed ₹ 1 Crore and annual turnover does not exceed ₹ 5 Crore; Small enterprise, where the investment in plant and machinery does not exceed ₹ 10 crore and annual turnover does not exceed ₹ 50 Crore; a Medium enterprise, where the investment in plant and machinery does not exceed ₹ 50 crore and annual turnover does not exceed ₹ 250 Crore.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED:

Shops and Establishments laws in various states

As per the provisions of local Shops and Establishments laws applicable in the State of Haryana establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Stamp Act in various states

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Government of Haryana is empowered to prescribe or alter the stamp duty as per their need.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade licenses for carrying on different trades or businesses and implementation of regulations relating to such licenses along with prescribing penalties for non-compliance.

GENERAL CORPORATE LAWS:

Companies Act, 2013

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of the President of India on 29th August 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private companies into public companies and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors, winding up, voluntary winding up, and appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

The Sale of Goods Act, 1930

The Sale of Goods Act, 1930 governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyers and sellers, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Registration Act, 1908

The Registration Act, 1908 (“Registration Act”) was enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. The Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property and a lease of immovable property for any term exceeding one year or reserving a yearly rent. It also provides for non-compulsory registration of documents as enumerated in the provisions.

The Indian Contract Act, 1872

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

The Specific Relief Act, 1963

The Specific Relief Act is complementary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for the purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means the Court will order the party to perform his part of the agreement, instead of imposing on him any monetary liability to pay damages to another party.

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. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheques not being honored by their bankers and returned unpaid. Section 138 of the Act creates statutory offense 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.

TAX RELATED LEGISLATIONS:

Income Tax Act, 1961

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed for income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Goods and Services Tax Act, 2017

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury

Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

EMPLOYMENT AND LABOUR LAWS:

The Code on Wages, 2019 (the “Code”)

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allow the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended by Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made thereunder.

- **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965**

The Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

- **Occupational Safety, Health and Working Conditions Code, 2019**

The Government of India enacted ‘The Occupational Safety, Health and Working Conditions Code, 2019 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 13 labour 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, that concern our business. Details of these existing Acts are as follows

- **Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 requires establishments that employ or have employed on any day in the preceding twelve months, 20 or more workers as contract labour to be registered. The Act requires the principal employer of an establishment to which the Contract Labour Act applies to make an application for registration of the establishment to employ contract labour in the establishment. Contractor to whom the Contract Labour Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The Contract Labour Act imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time.

- **Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979**

This law is applicable to all the establishments employing 5 or more migrant workmen from other states. In addition to this, this law is also applicable to contractors who have employed 5 or more inter-State workmen. The establishment must be registered with the local authority while employing migrant workers. This means that an establishment is prohibited from employing migrant workers from other states if they do not have a certificate from the concerned authority. The same law applies to the contractors too who employ workers from one state and deploy them in other states. As per this law, the contractors deploying the migrant workers must provide terms and conditions of the recruitment to the workers. These are the remuneration payable, hours of work, fixation of wages and other essential amenities.

- **The Industrial Relations Code, 2020**

The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows :

- **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. This Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provides for the constitution of grievance settlement machineries in any establishment having 20 or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provide that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive conditions on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the "Standing Orders")**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments having 50 or more workmen employed, so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial establishment. The highlights of the Standing Orders are classification of workmen, manner of intimation to workers about work and wage related details, attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

- **The Code on Social Security, 2020**

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 9 separate legislations including the Employee's Compensation Act, 1923, the

Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The relevant laws that the code shall subsume, are currently as follows –

➤ **Employee's Compensation Act, 1923**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employee's Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employee's Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within 7 days of death/serious bodily injury.

➤ **Employee's State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employers and employees both are required to make contributions to the fund. The return of the contribution made is required to be filed with the Employees' State Insurance Corporation.

➤ **Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act)**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make an equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees' Provident Scheme, 1952.

➤ **Maternity Benefit Act, 1961**

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 10 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**

The Act shall apply to every factory, mine plantation, port and railway company; 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 10 or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which 10 or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms 'sexual harassment' and 'workplace' are both defined in the Act. Every employer should constitute an "Internal Complaints Committee" and every officer and member of the Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female

at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”)

The CLPR Act seeks to prohibit the engagement of children in certain occupations and to regulate the conditions of work of children in certain other occupations. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

INTELLECTUAL PROPERTY RIGHTS

Intellectual property in India enjoys protection under both common law and statutes. Under statutes, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999. These enactments provide for the protection of intellectual property by imposing civil and criminal liability for infringement. In addition to the domestic laws, India is party to several international intellectual property related instruments including the Patent Cooperation Treaty, 1970, the Paris Convention for the Protection of Industrial Property, 1883, the Berne Convention for the Protection of Literary and Artistic Works, 1886, the Universal Copyright Convention adopted at Geneva in 1952, the International Convention for the Protection of Performers, Producers of Phonograms and Broadcasting Organizations, 1961 and as a member of the World Trade Organisation is a signatory to the Agreement on Trade Related aspects of Intellectual Property Rights.

The Trade Marks Act, 1999 (“Trade Marks Act”)

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trade Marks Act, an application for trademark registration may be made with the Trade Marks Registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks among others. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

Copyright Act, 1957 (“Copyright Act”)

The Copyright Act, 1957, along with the Copyright Rules, 1958, (collectively, “Copyright Laws”) governs copyrights subsisting in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programmes, tables and compilations including computer databases. Computer programme constitutes a literary work under Indian law and is afforded copyright protection and the owner of such computer programme becomes entitled to protect his works against unauthorized use and misappropriation of the copyrighted work or a substantial part thereof. Any act of this nature entitles the copyright owner to obtain relief from a court of law including injunction, damages and accounts of profits. Further, copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work and once registered, copyright protection remains valid until expiry of sixty years from the demise of the author. Reproduction of a copyrighted computer programme for sale or hire or trade exhibit in public or distribution or commercial rental, offer for sale or commercial rental, issuing copy(ies) of the computer programme or making an adaptation of the work without consent of the copyright owner amounts to infringement of the copyright. However, the Copyright Act prescribes certain fair use exceptions which permit certain acts, which would otherwise be considered copyright infringement.

The Patents Act, 1970

The Patents Act, 1970 (“Patents Act”) governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. Section 39 of the Patents Act also prohibits any person resident in India from applying for a patent for an invention outside India without making an application for a patent for the same invention in India. The term of a patent granted under the Patents Act pursuant to

Section 53 is for a period of twenty years from the date of filing of the application for the patent. A patent shall cease to have effect if the renewal fee is not paid within the period prescribed for the payment of such renewal fee. While the Patents Act prohibits patentability of a 'computer programme' as such, computer programmes in combination with novel hardware could be considered patentable depending on the substance of the invention and applicable provisions of the Patents Act. Computer programmes on their own are excluded from patent protection and are protected as a literary work under the Copyright Laws. In terms of the Patent Act, the patentee holds the exclusive right to prevent third parties from the using, offering for sale, selling or importing for such purposes, the patented product or product obtained directly by a process patented in India.

FOREIGN INVESTMENT LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The FTDR is the main legislation concerning foreign trade in India. The FTDR, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDR read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDR.

Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974

COFEPOSA came into force for the reason to provide preventive detention and to protect and augment the guidelines of foreign exchange. The Act also aims to control smuggling activities and other issues in relation to these activities. COFEPOSA confers power on the Central and the State Governments to issue orders for detaining a person if it is satisfied that the person has acted detrimental to the protection of foreign exchange. The Government shall also issue an order of detention on the ground that the person has engaged in the activity of smuggling goods, assists any person in smuggling goods, transports or conceals such goods, harbours any person employed in the smuggling activities or does any other activity related with smuggling. Such an order shall be issued by the Joint Secretary to the Central Government or Secretary to the State Government or any senior officer authorized by the Government.

Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The

Reserve Bank of India (“RBI”) also issues Master Directions Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

ANTI-TRUST LAWS

Competition Act, 2002

The Act is to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

GENERAL LAWS

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, Transfer of Property Act, 1882, Information Technology Act, 2000, The Bharatiya Nyaya Sanhita, 2023, The Bharatiya Nagarik Suraksha Sanhita, 2023, The Bharatiya Sakshya Adhinyam, 2023 etc. are also applicable to the Company.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

BRIEF HISTORY AND CORPORATE PROFILE

Our Company was originally incorporated on June 16, 2011, as a Private Limited Company in the name and style of “Flywings Simulator Training Centre Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra Mumbai. Subsequently, the registered office of the Company was shifted from Mumbai to Haryana and a fresh Certificate of Registration of Regional Director for change of state was issued on February 09, 2022. Further, pursuant to a special resolution of our Shareholders passed in the Extra Ordinary General Meeting held on March 04, 2024, our Company was converted from a Private Limited Company to Public Limited Company and the name of our Company was changed to “Flywings Simulator Training Centre Limited” and a fresh Certificate of Incorporation consequent to conversion was issued on May 28, 2024 by the Registrar of Companies, Central Processing Centre.

The Corporate Identification Number of our Company is U80903HR2011PLC101229.

As on date of this Draft Red Herring Prospectus, our Company has 33 shareholders.

Our Company is promoted by Ms. Rupal Sanjay Mandavia.

For information on our Company’s business profile, activities, services, managerial competence, and customers, see chapters titled, “*Our Business*”, “*Financial Statements as Restated*”, and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 109, 168 and 169 respectively of this Draft Red Herring Prospectus.

ADDRESS OF REGISTERED OFFICE

Our Company’s registered office situated at Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Gurgaon, Sadar Bazar, Haryana - 122001, India.

For Details on other locations of our Company, please see chapters titled, “*Our Business*” beginning on page 109.

CHANGES IN OUR REGISTERED OFFICE

At present our Registered Office is located at Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Gurgaon, Sadar Bazar, Haryana - 122001, India.

Prior to this, following changes were made in the location of our Registered Office:

| From | To | With Effect From | Reason for Change |
|--|---|---------------------------------------|------------------------------------|
| 302. Cosmos Court Premises society Limited, S.V. Road, Opp. Indian Oil Petrol Pump, Vile Parle, Mumbai-400056. | | June 16, 2011 (Upon Incorporation) | |
| 302. Cosmos Court Premises Society Limited, S.V. Road, Opp. Indian Oil Petrol Pump, Vile Parle, Mumbai-400056. | 3 rd Floor, Killa No. 13//3/2/2 (1-18), 3/1/1(1-17), Begampur, Khatola, Gurgaon, Haryana, India,122001 | February 23, 2021 | To increase Operational Efficiency |
| 3 rd Floor, Killa No. 13//3/2/2(1-18), 3/1/1(1-17), Begampur, Khatola, Gurgaon, Haryana, India,122001 | Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Gurgaon, Sadar Bazar, Haryana - 122001, India | May 13, 2024 | To increase Operational Efficiency |

MAJOR EVENTS AND MILESTONES

The table below sets forth some of the key events in the history of our Company:

| Year | Particulars |
|------|---|
| 2011 | Incorporation of the Company. |
| 2022 | Change in Registered Office from Mumbai to Haryana |
| 2024 | Conversion of Company from “Flywings Simulator Training Centre Private Limited” to “Flywings Simulator Training Centre Limited” |

MAIN OBJECTS OF OUR COMPANY

The object clause of the Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised in the present Issue.

Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The main objects of our Company are:

To carry on the business in India or abroad to establish promote, subsidize, encourage, provide, maintain, organize, undertaken management, consult, equip, develop, operate, conduct, run or otherwise to provide practical and theoretical trainings, including training on simulators and education programme in the field of aviation either on its own or in joint venture with other university/ies and institution center / colleges/institutes/ academies for the purpose of imparting, spreading and promoting knowledge, learning, training, development opportunities through graduate courses, diploma courses, special courses, higher studies, advanced studies, teaching, scholarship in the aviation field and impart education in civil aviation, aeronautical engineering, flying and ground training and to develop, train and educate pilots, navigators, mechanics, aeronautical engineers and enable them to obtain commercial pilot license for flying planes and helicopters.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY

The following changes have been made in the Memorandum of Association of our Company since incorporation:

| Date of Meeting | Meeting | Nature of Amendment |
|-------------------|---------|--|
| March 14, 2020 | EGM | Change in Registered Office from one state to another To change the Registered office from 302. Cosmos Court Premises Society Limited, S.V. Road, Opp. Indian Oil Petrol Pump, Vile Parle, Mumbai-400056 to 3 rd Floor, Killa No. 13//3/2/2 (1-18), 3/1/1(1-17), Begampur, Khatola, Gurgaon, Haryana- 122001, India |
| November 25, 2023 | EGM | Increase in Authorised Capital Increase in Authorised Share Capital from ₹ 5.00 Lakh to ₹ 5.00 Crores |
| March 04, 2024 | EGM | Increase in Authorised Capital Increase in Authorised Share Capital from ₹ 5.00 Crores to ₹ 12.00 Crores |
| March 04, 2024 | EGM | Alteration of Name Clause Alteration of name clause by way of conversion of company from Private Limited to Public Limited i.e., Change of name from “Flywings Simulator Training Centre Private Limited” to “Flywings Simulator Training Centre Limited”. |
| May 13, 2024 | EGM | Change in Registered Office within Local Limits To change the Registered office from 3 rd Floor, Killa No. 13//3/2/2 (1-18), 3/1/1(1-17), Begampur, Khatola, Gurgaon, Haryana- 122001, India to Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Gurgaon, Sadar Bazar, Haryana - 122001, India |

DETAILS REGARDING ACQUISITION OF BUSINESS / UNDERTAKINGS, MERGERS, AMALGAMATIONS OR REVALUATION OF ASSETS

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years.

DETAILS REGARDING HOLDING / SUBSIDIARY, ASSOCIATE COMPANIES AND JOINT VENTURE

As on date of filing of this Draft Red Herring Prospectus, our Company does not have any Holding or Associate Company or Joint Venture or a Subsidiary company.

CAPACITY / FACILITY CREATION, LOCATION OF PLANTS

For information on our Company's business profile, Capacity and location of Plant, see chapters titled, "***Our Business***".

GUARANTEES PROVIDED BY OUR PROMOTER

As on the date of this Draft Red Herring Prospectus, no guarantee has been issued by Promoter except as disclosed in the "***Statement of Financial Indebtedness***" on page 182 of this Draft Red Herring Prospectus.

CAPITAL RAISING (DEBT / EQUITY):

For details in relation to our capital raising activities through equity, please refer to the chapter titled "***Capital Structure***" beginning on page 66 of the Draft Red Herring Prospectus. For details of our Company's debt facilities, see "***Statement of Financial Indebtedness***" on page 182 of the Draft Red Herring Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY SINCE INCORPORATION

There have been no changes in the activities of our Company since incorporation which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

CHANGES IN THE MANAGEMENT

For details of change in Management, please see chapter titled "***Our Management***" on page 137 of the Draft Red Herring Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS FROM FINANCIAL INSTITUTIONS / BANKS

There have been no defaults or rescheduling / restructuring of borrowings with financial institutions / banks in respect of borrowings of our Company.

INJUNCTION OR RESTRAINING ORDER

Except as disclosed in the section titled "***Outstanding Litigation and Material Developments***" beginning on page 186 of this Draft Red Herring Prospectus, there are no injunctions / restraining orders that have been passed against the Company.

LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the units of our Company.

TIME AND COST OVER RUNS

Our Company has not implemented any projects and has therefore, not experienced any time or cost overrun in setting up of projects.

SHAREHOLDERS' AGREEMENTS

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any Shareholders' Agreements.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT A DIRECTOR OR PROMOTER OR ANY OTHER EMPLOYEE OF THE COMPANY

Except as mentioned in Chapter titled '***Our Management***' beginning on page 137 of this Draft Red Herring Prospectus, there are no agreements entered into by key managerial personnel or senior management or a Director or Promoter or any other employee of the 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 the Company.

MATERIAL AGREEMENTS

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any material agreements other than in the ordinary course of business carried on by our Company. For details on business agreements of our Company, please refer to the section titled '***Our Business***' beginning on page 109 of this Draft Red Herring Prospectus.

Other Agreements:

- i. **Non-Compete Agreement:** Our Company has not entered into any Non-compete Agreement as on the date of filing of this Draft Red Herring Prospectus.
- ii. **Joint Venture Agreement:** Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Red Herring Prospectus.

STRATEGIC PARTNERS

As of the date of this Draft Red Herring Prospectus, our Company does not have any Strategic Partners.

FINANCIAL PARTNERS

As on the date of this Draft Red Herring Prospectus, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

OUR MANAGEMENT

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Draft Red Herring Prospectus, our Company has 5 (Five) Directors on the Board, 1 (One) as Managing Director, 1 (One) as Executive Director, 1 (One) as Non-Executive Director and 2 (Two) as Independent Directors.

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

| Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term | Date of Appointment / Reappointment | Other Directorships / Designated Partners |
|---|--|--|
| <p>Ms. Rupal Sanjay Mandavia</p> <p>DOB: November 20, 1973</p> <p>Age: 50 Years</p> <p>Qualification: Bachelor of Commerce</p> <p>Designation: Managing Director</p> <p>Address: House No, A-3/1101, World Spa East, Near Star Mall, Sector 30, Gurgaon - 122001, Haryana, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>DIN: 02275347</p> <p>Term: Appointed as Managing Director of the Company for a period of 5 years w.e.f. March 04, 2024 up to March 03, 2029.</p> | <p>Appointed as Managing Director w.e.f. June 16, 2011.</p> <p>Cessation as Managing Director w.e.f. February 19, 2012</p> <p>Appointment as Additional Director w.e.f. February 02, 2015.</p> <p>Cessation as Additional Director w.e.f. August 20, 2018.</p> <p>Appointment as Additional Director w.e.f. December 02, 2021</p> <p>Appointment as Director w.e.f. September 28, 2022</p> <p>Change in Designation as Managing Director of the Company for a period of 5 years w.e.f. March 04, 2024, up to March 03, 2029.</p> | <p>Companies:</p> <p>Flywings Drone Training Private Limited</p> <p>Limited Liability Partnership</p> <p>Nil</p> |
| <p>Mr. Mitul Natvarlal Mandavia</p> <p>DOB: September 17, 1971</p> <p>Age: 52 Years</p> <p>Qualification: 10th pass</p> <p>Designation: Executive Director</p> <p>Address: D/215, Sunderdham, Ram Baug Lane, Near Chamunda Maruti Garage, Borivali West, Mumbai - 400092, Maharashtra, India.</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>DIN: 10505115</p> <p>Term: Appointed as Executive Director of the Company w.e.f. March 04, 2024</p> | <p>Appointed as Additional Director w.e.f. February 13, 2024.</p> <p>Change in designation From Additional Director to Executive Director w.e.f. March 04, 2024</p> | <p>Companies</p> <p>Nil</p> <p>Limited Liability Partnership</p> <p>Nil</p> |

| Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term | Date of Appointment / Reappointment | Other Directorships / Designated Partners |
|--|--|--|
| <p>Ms. Kripa Bhargav Mandavia</p> <p>DOB: November 26, 1999</p> <p>Age: 24 Years</p> <p>Qualification: Bachelor of Commerce</p> <p>Designation: Non- Executive Director</p> <p>Address: Sundardham 2nd CHS Ltd, Rambaug Lane, Poisar, Borivali West, Mumbai-400092, Maharashtra, India</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>DIN: 08768887</p> <p>Term: Appointed as Non- Executive Director of the Company w.e.f. March 04, 2024</p> | <p>Appointed as Additional Director w.e.f. October 03, 2023</p> <p>Appointed as Non- Executive Director of the Company w.e.f. March 04, 2024</p> | <p>Companies</p> <p>Flywings Drone Training Private Limited</p> <p>Avion Prive Aviation Consultancy Services Private Limited</p> <p>Limited Liability Partnership</p> <p>Nil</p> |
| <p>Mr. Sivasubramanian Natrajhen</p> <p>DOB: January 13, 1958</p> <p>Age: 66 years</p> <p>Qualification: Bachelor of Commerce</p> <p>Designation: Independent Director</p> <p>Address: House No-5, Luz Avenue, Mylapore, Chennai, Tamil Nadu- 600004, India.</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>DIN: 03382684</p> <p>Term: Appointed as Independent Director of the w.e.f. May 17, 2024 up to May 16, 2029.</p> | <p>Appointed as Independent Director of the Company w.e.f. May 17, 2024 for a term of five consecutive years.</p> | <p>Companies</p> <p>Nil</p> <p>Limited Liability Partnerships</p> <p>Nil</p> |
| <p>Ms. Manita Rani</p> <p>DOB: October 25,1994</p> <p>Age: 29 years</p> <p>Qualification: Maters of Commerce</p> <p>Designation: Independent Director</p> | <p>Appointed as Independent Director of the Company w.e.f. June 07, 2024 for a term of five consecutive years.</p> | <p>Companies</p> <p>Sharp Commercial Enterprises Limited</p> <p>Royal Genix Developers Private Limited</p> <p>Limited Liability Partnerships</p> |

| Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term | Date of Appointment / Reappointment | Other Directorships / Designated Partners |
|---|-------------------------------------|---|
| <p>Address: House No. 198, Bhudhabhana (157), Sirsa, Nagoki, Haryana-125078, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>DIN: 08776330</p> <p>Term: Appointed as Independent Director of the w.e.f. June 07, 2024 up to June 06, 2029.</p> | | Prefcom Corporate Advisors LLP |

BRIEF PROFILE OF OUR DIRECTORS

Ms. Rupal Sanjay Mandavia aged 50 years, is the Promoter, Chairman, Managing Director and Chief Financial Officer of our Company. She was appointed as the first Director of the Company. Further, she was also appointed as Chairman, Managing Director and Chief Financial officer of the Company w.e.f. March 04, 2024. She has degree of Bachelors of Commerce from University of Mumbai in the year 1995. She has experience of more than a decade in the field of aviation training. She has exhibited exceptional leadership, strategic acumen and a profound dedication to her role throughout her tenure with our organization. She has been instrumental in spearheading key initiatives and driving operational excellence. Her visionary leadership and innovative thinking have been invaluable to the success of the organization. She excels in forging and nurturing productive relationships with a diverse range of stakeholders, including staff and customers, which has been instrumental in driving the company's sustained growth. Her profound expertise in industry dynamics and market trends ensures that he consistently stays ahead of the competition. Her ability to navigate complex challenges and implement effective strategies has been invaluable, ensuring the organization remains at the forefront of the industry. Her commitment to excellence and her strategic vision continue to inspire and propel the company towards achieving its long-term goals.

Mr. Mitul Natvarlal Mandavia, aged 52 years is the Executive Director of the company w.e.f. March 04, 2024. He has passed till Xth Standard. He is a committed proprietor, skilled in building profitable and reputable business operations. Consistently demonstrated a strong commitment to fostering a culture of collaboration and continuous improvement of team. His ability to navigate complex challenges have been invaluable to the team. His leadership is characterized by his unwavering commitment to innovation, team development, and achieving excellence in all business endeavors.

Ms. Kripa Bhargav Mandavia, aged 25, has been serving as the Non-Executive Director of the Company since March 4, 2024. She holds a Bachelor of Commerce degree from the University of Madras, obtained in 2020. A passionate pilot with a background in business aviation, Ms. Mandavia is dedicated to the growth of the organization by embracing challenges and achieving organizational goals. With four years of experience in aviation training, she brings a wealth of knowledge and expertise to her role. Her visionary leadership and innovative thinking, particularly in aviation finance and business aviation, have been instrumental in driving the company's growth. Her commitment to excellence and her strategic insights are invaluable assets to the organization, contributing significantly to its continued success and development.

Mr. Sivasubramanian Natrajhen, aged 66 years, is the Independent Director of the Company w.e.f. May 17, 2024 for a term of five consecutive years. He has completed his graduation in Bachelor of Commerce from Madras University in the year 1980. He has extensive experience across diverse industries, including print/media, government liaison, and aviation. As a seasoned C-Level professional, he is known for building effective processes and running highly efficient businesses. He has held various pivotal roles such as Executive Director, Managing Director, Chief Operating Officer, and Accountable Manager for airlines operations. One of his notable achievements was bringing 15 Q400 (turbojet) aircraft from Bombardier Canada to SpiceJet, making it the first operator to introduce this aircraft in India for connecting smaller towns with metros. During a period of financial instability and crisis, he had independently ran the airline for six months without a CEO, CCO, and CFO. Under his leadership, the airline was ranked as the second largest low-cost airline in India, operating 60 aircraft with a turnover of around ₹ 7,000 crore (USD 1 billion) and a staff strength of 6000 people. He has proven leadership in operational excellence and organizational development is particularly distinguished in the realms of mergers and acquisitions. His adeptness in navigating corporate law and liaising with government entities enhances his capability to lead cross-functional teams in planning and executing special projects. He has identified cost-

saving measures and introduced several profitable domestic and international routes, significantly improving the airline's profitability even when crude oil prices were at an all-time high. SB has also liaised with the Ministry of Civil Aviation of India and DGCA for critical operational decisions.

Ms. Manita Rani, aged 29 years, has been serving as the Independent Director of the Company since June 07, 2024, for a term of five consecutive years. She has completed her Masters in Commerce from Chaudhary Devi Lal University, Sirsa in the year 2017. She possesses over 5 years of experience in Accounts, Audit, and Compliance. Her expertise includes handling listing agreements for Rights Issues, Bonus Issues, and Preferential Allotments of Unlisted Companies. She is also proficient in Trademark registration, Income Tax matters, various other registrations which is necessary resources to meet organizational demands and her association with the company provides a guiding force, leveraging her extensive knowledge and skills to drive compliance and operational excellence. Her strategic insights and meticulous approach are invaluable assets, significantly contributing to the company's growth and success.

CONFIRMATIONS

- a) Except as stated below, none of the Directors and Key Managerial Personnel of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.

| Sr. No | Name of the Director | Name of the Director | Relationship |
|--------|------------------------------|------------------------------|----------------|
| 1. | Ms. Rupal Sanjay Mandavia | Mr. Mitul Natwarlal Mandavia | Brother-in-Law |
| 2. | Mr. Mitul Natwarlal Mandavia | Ms. Rupal Sanjay Mandavia | Sister-In-law |

- b) There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or Member of Senior Management.
- c) There are no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- d) As on the date of this Draft Red Herring Prospectus, none of our directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
- e) As on the date of this Draft Red Herring Prospectus, none of our Directors are Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- f) As on the date of this Draft Red Herring Prospectus, none of our director is or was a director of any listed Company during the last 5 (five) years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such Company.
- g) As on the date of this Draft Red Herring Prospectus, none of our director is or was a director of any listed Company which has been or was delisted from any stock exchange during the term of their directorship in such Company.
- h) As on the date of this Draft Red Herring Prospectus, none of the Promoter, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or 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.
- i) No proceedings / investigations have been initiated by SEBI against any Company, the Board of Directors of which also comprises any of the Directors of our Company.

REMUNERATION / COMPENSATION TO OUR DIRECTORS

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force). Set forth below is the remuneration payable by our Company to our Directors for upcoming financial years.

(₹ in Lakh)

| Sr. No. | Name of Director | Remuneration shall not exceed |
|---------|------------------------------|-------------------------------|
| 1. | Ms. Rupal Sanjay Mandavia | 60.00 |
| 2. | Mr. Mitul Natwarlal Mandavia | 20.00 |

| Sr. No. | Name of Director | Remuneration shall not exceed |
|---------|------------------|-------------------------------|
| | Total | 80.00 |

Remuneration paid for F.Y. 2023-24, the directors have been paid gross remuneration as follows:

(₹ in Lakh)

| Sr. No. | Name of Director | Remuneration paid |
|---------|-------------------------------|-------------------|
| 1. | Ms. Rupal Sanjay Mandavia | 49.00 |
| 2. | Mr. Mitul Natvarlal Mandavia* | Nil |
| | Total | 49.00 |

* Appointed as Executive Director of the Company w.e.f. March 04, 2024.

TERMS AND CONDITIONS OF EMPLOYMENT OF OUR DIRECTORS

Ms. Rupal Sanjay Mandavia

Ms. Rupal Sanjay Mandavia, is the Promoter, Chairman, Managing Director and CFO of the Company. She was appointed as Chairman and Managing Director of the Company w.e.f. March 04, 2024 for a period of 5 consecutive years. The significant terms of his employment are as below:

| | |
|---|---|
| Remuneration | ₹ 60.00 Lakhs per annum |
| Bonus and Profit-sharing Ratio | Not Applicable |
| Term | Appointed as Chairman and Managing Director for a period of 5 (five) years commencing from March 04, 2024. |
| Remuneration in the event of loss or inadequacy of profits | In the event of inadequacy or absence of profits in any financial years during his tenure, the Director will be paid remuneration as mentioned in Schedule V as may be approved by the Shareholders of the Company. |

Mr. Mitul Natvarlal Mandavia

Mr. Mitul Natvarlal Mandavia, he is the Executive Director of the company since March 04, 2024. The significant terms of his employment are as below:

| | |
|---|---|
| Remuneration | Upto ₹ 20.00 Lakhs per annum |
| Bonus and Profit-sharing Ratio | Not Applicable |
| Term | Appointed as Director w.e.f. March 04, 2024. |
| Remuneration in the event of loss or inadequacy of profits | In the event of inadequacy or absence of profits in any financial years during her tenure, the Director will be paid remuneration as mentioned in Schedule V as may be approved by the Shareholders of the Company. |

SITTING FEES

The payment of sitting fees to the Non-Executive Director and Independent Directors of the Company for attending the meeting of the Board of Directors and meetings of the Committees of the Board of Directors in following manner:

| Sr. No. | Name of Director | Fees for attending the meeting of | |
|---------|-------------------------------|-----------------------------------|----------------------|
| | | Board of Directors | Committee Meetings |
| 1. | Ms. Kripa Bhargav Mandavia | ₹ 10,000 per Meeting | ₹ 10,000 per Meeting |
| 2. | Mr. Sivasubramanian Natrajhen | ₹ 10,000 per Meeting | ₹ 10,000 per Meeting |
| 3. | Ms. Manita Rani | ₹ 10,000 per Meeting | ₹ 10,000 per Meeting |

PAYMENT OF BENEFITS

Except to the extent of remuneration payable to the Managing Director and Executive Director for services rendered to our Company and to the extent of fees payable to the Non-Executive Director for the professional services provided by him and to the extent of other reimbursement of expenses payable to them as per their terms of appointment, our Company has not paid in the last 2 (two) years preceding the date of this Draft Red Herring Prospectus, and does not intend to pay, any amount or benefits to our directors.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except as stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, since the incorporation, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made regularly by our Company towards provident fund, gratuity fund and employee state insurance.

REMUNERATION PAID TO OUR DIRECTORS BY OUR SUBSIDIARY

As on date of this Draft Red Herring Prospectus, our Company do not have a subsidiary.

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

None of our Directors are a party to any bonus or profit-sharing plan.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

Our Articles of Association do not require our Directors to hold qualification shares.

As on date of this Draft Red Herring Prospectus, our Directors hold the following number of Equity Shares of our Company:

| Sr. No. | Name of Directors | No. of Equity Shares Held (Pre-Issue) | % of pre-Issue capital |
|---------|-------------------------------|---------------------------------------|------------------------|
| 1 | Ms. Rupal Sanjay Mandavia | 66,60,000 | 86.90 |
| 2 | Mr. Mitul Natvarlal Mandavia | Nil | Nil |
| 3 | Ms. Kripa Bhargav Mandavia | Nil | Nil |
| 4 | Mr. Sivasubramanian Natrajhen | Nil | Nil |
| 5 | Ms. Manita Rani | Nil | Nil |
| | Total | 66,60,000 | 86.90 |

SHAREHOLDING OF DIRECTORS IN OUR SUBSIDIARY

As on date of this Draft Red Herring Prospectus, our Company does not have a subsidiary.

INTEREST OF OUR DIRECTORS

Our Managing Director, Whole Time Director and Executive Directors may be interested to the extent of remuneration paid to them, respectively for services rendered as a Directors of our Company and reimbursement of expenses payable to them. For details, please refer "Terms and conditions of employment of our Managing Director, Whole Time Director and Executive Directors" above. Further, all our Non-Executive and Independent Directors may be interested to the extent of fees payable to them and / or the commission payable to them for attending meetings of the Board of Directors or a committee thereof. The Independent Directors are paid sitting fees for attending the meetings of the Board and Committees of the Board and may be regarded as interested to the extent of such sitting fees and reimbursement of other expenses payable to them as per their terms of appointment.

Interest in promotion of our Company

Except Ms. Rupal Sanjay Mandavia none of our Directors have any interest in the promotion or formation of our Company as of the date of this Draft Red Herring Prospectus.

Interest in the property of our Company

Except as stated in the chapter titled "*Related Party Transaction*" beginning on page 167 of this Draft Red Herring Prospectus, our Directors have not entered into any contract, agreement or arrangements within a period of 2 (two) years preceding the date of this Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them. Further our directors do not have any interest in any immovable property to be acquired by the Company except

otherwise disclosed in the heading titled **“Our Properties”** under the chapter titled **“Our Business”** beginning on page 109 of this Draft Red Herring Prospectus.

Interest as Creditor of our Company

As on the date of this Draft Red Herring Prospectus, except as stated in the chapter titled **“Statement of Financial Indebtedness”** and heading titled **“Related Party Transactions”** under chapter titled **“Financial Statements as Restated”**, our Company has not availed loans from Directors of our Company.

Interest in the business of Our Company

Further, save and except as stated otherwise in **“Statement of Related Parties’ Transactions”** in the chapter titled **“Financial Statements as Restated”** of this Draft Red Herring Prospectus, our directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Interest in transactions involving acquisition of land

Our directors are not currently interested in any transaction with our Company involving acquisition of land. Except as stated / referred to under the heading titled **“Our Properties”** under chapter titled **“Our Business”** beginning on page 109 of this Draft Red Herring Prospectus, our directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Interest as Member of a Company or Firm

Except as stated in this chapter the section titled **“Related Party Transactions”** and the chapter **“Our Business”** beginning on page 167 and 109 of this Draft Red Herring Prospectus respectively, our Directors do not have any other interest in our business.

Other Interests

Except as stated above, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of our Company.

Further, our directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, please refer chapters titled **“Financial Statements as Restated”** and **“Related Party Transactions”** beginning on page 168 and 167 of this Draft Red Herring Prospectus.

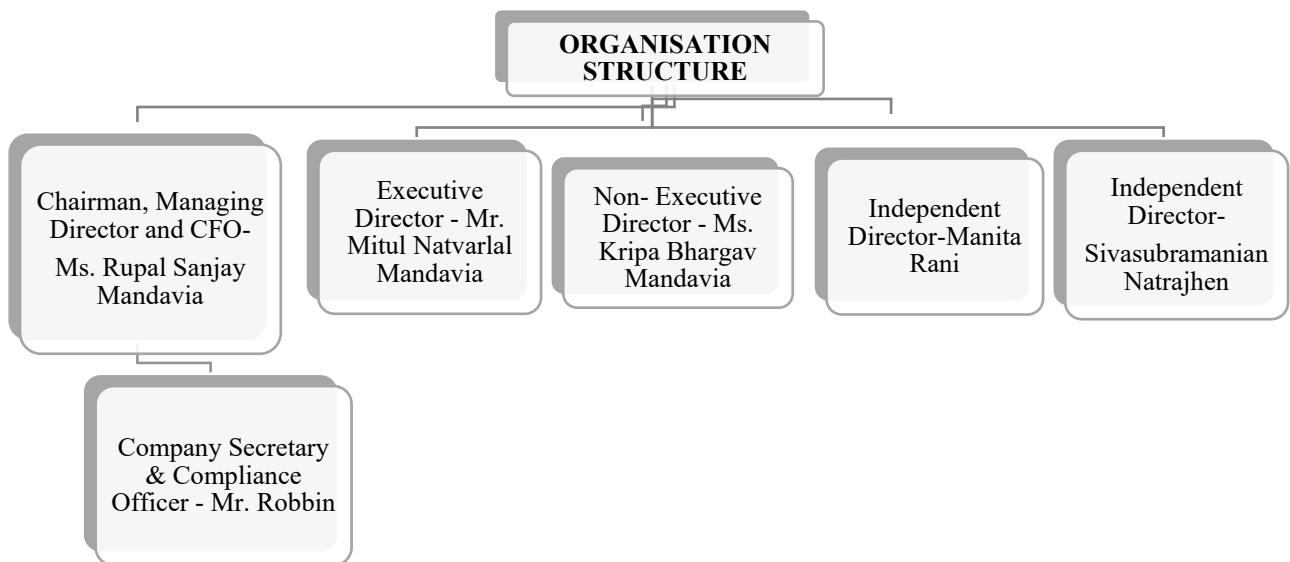
CHANGES IN OUR BOARD DURING THE LAST THREE YEARS

Except as disclosed below, there have been no changes in our Board during the last 3 (three) years.

| Sr. No. | Directors | Date of Event | Event | Reason for Change |
|----------------|-------------------------------|----------------------|--|--------------------------|
| 1. | Ms. Rupal Sanjay Mandavia | December 02, 2021 | Appointed as an Additional Director | Corporate Governance |
| 2. | Mr. Sanjay Natwarlal Mandavia | December 02, 2021 | Appointed as an Additional Director | |
| 3. | Mr. Rishish Yadav | December 07, 2021 | Resignation from the position of Director | Due to Pre-Occupation |
| 4. | Mr. Sanjay Natwarlal Mandavia | September 28, 2022 | Change in Designation from Additional Director to Non-Executive Director | Corporate Restructuring |

| | | | | |
|-----|---------------------------------|--------------------|--|-------------------------|
| 5. | Ms. Rupal Sanjay Mandavia | September 28, 2022 | Change in Designation from Additional Director to Executive Director | Corporate Restructuring |
| 6. | Ms. Ruchir Mandavia | November 11, 2022 | Resignation from the position of Director | Due to Personal Reason |
| 7. | Mr. Sanjay Natarvarlal Mandavia | October 03, 2023 | Resignation as a Director | Resignation u/s 168 |
| 8. | Ms. Kripa Bhargav Mandavia | October 10, 2023 | Appointed as Additional Director | Corporate Governance |
| 9. | Mr. Mitul Natvarlal Mandavia | February 13, 2024 | Appointed as an Additional Director | |
| 10. | Ms. Kripa Bhargav Mandavia | March 04, 2024 | Change in Designation from Additional Director to Director | Corporate Restructuring |
| 11. | Mr. Rishabh Sharma | March 04, 2024 | Appointed as Independent Director | Corporate Governance |
| 12. | Mr. Mitul Natvarlal Mandavia | March 04, 2024 | Change in Designation from Additional Director to Executive Director | Corporate Restructuring |
| 13. | Mr. Sivasubramanian Natrajen | May 17, 2024 | Appointed as an Independent Director | Corporate Governance |
| 14. | Ms. Manita Rani | June 07, 2024 | Appointed as an Independent Director | |

ORGANISATION STRUCTURE



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. Pursuant to a resolution passed by our shareholders at their Extra Ordinary General Meeting held on June 07, 2024 our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed ₹ 200 Crores over and above the aggregate of the paid up share capital and free reserves which may have not been set apart for any purpose.

APPOINTMENT OF RELATIVES OF DIRECTORS TO ANY OFFICE OR PLACE OF PROFIT

Except as disclosed in this Draft Red Herring Prospectus, none of the relatives of our directors currently hold any office or place of profit in our Company.

POLICIES ADOPTED BY OUR COMPANY

Our Company has adopted the following policies:

- a) Policy on Code of Conduct for Directors and Senior Management
- b) Policy of Audit Committee
- c) Policy of Nomination and Remuneration Committee
- d) Policy of Stakeholder Relationship Committee
- e) Policy of Internal Complaint Committee
- f) Policy on Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information
- g) Policy on Disclosure and Internal Procedure for Prevention of Insider Trading
- h) Policy on Whistle Blower and Vigil Mechanism
- i) Policy on Related Party Transactions (RPT)
- j) Policy for Preservation of Documents and Archival of Documents
- k) Policy for Prevention of Sexual Harassment
- l) Policy on Materiality for Disclosures of events to Stock Exchanges
- m) Policy on Code of Independent Directors and Familiarization of Independent Director
- n) Policy for identification of Materiality of outstanding Litigations involving Company, its subsidiary, Directors, Promoter and other Group Companies
- o) Policy on Material Outstanding due to the Creditors
- p) Policy on Corporate Social Responsibility

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to Corporate Governance, provisions of the SEBI (LODR) Regulation, 2015 will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, in respect of corporate governance including constitution of the Board and Committees thereof.

The Corporate Governance framework is based on an effective Independent Board, the Board's Supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of this Draft Red Herring Prospectus, there are 5 (Five) Directors on our Board out of which one third are Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013.

COMMITTEES OF OUR BOARD

The following committees have been constituted in terms of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013:

- a) Audit Committee
- b) Stakeholders' Relationship Committee
- c) Nomination and Remuneration Committee
- d) Corporate Social Responsibility Committee
- e) Internal Complaints Committee

Audit Committee

Our Company has constituted an Audit Committee ("Audit Committee"), as per Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015; vide resolution passed at the meeting of the Board of Directors held on June 10, 2024.

The terms of reference of Audit Committee adheres to the requirements of Regulation 18 of the SEBI (LODR) Regulation, 2015, proposed to be entered into with the Stock Exchange in due course.

The committee presently comprises the following 3 (Three) directors:

| Sr. No. | Name of Director | Status in Committee | Nature of Directorship |
|---------|-------------------------------|---------------------|------------------------|
| 1 | Mr. Sivasubramanian Natrajhen | Chairman | Independent Director |
| 2 | Ms. Manita Rani | Member | Independent Director |
| 3 | Ms. Rupal Sanjay Mandavia | Member | Managing Director |

The Company Secretary and Compliance officer of our Company shall act as the Secretary to the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18(3) of the SEBI (LODR) Regulation, 2015.

Meetings of Audit Committee and Quorum

As required under Regulation 18 of the SEBI (LODR) Regulation, 2015, the Audit Committee shall meet at least 4 (four) times in a year, and not more than 120 (one hundred twenty) days shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- a) To investigate any activity within its terms of reference;
- b) To seek information from any employee;
- c) To obtain outside legal or other professional advice; and
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

- a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- b) Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of statutory auditor of the Company;
- c) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- d) Approving payments to statutory auditors for any other services rendered by the statutory auditors of the Company;
- e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013, as amended;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by the management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with SEBI Listing Regulations and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions; and
 - vii. Qualifications / modified opinion(s) in the draft audit report.
- f) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval;
- g) 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;
- h) Approval or any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company subject to such conditions as may be prescribed;
- i) Formulating a policy on related party transactions, which shall include materiality of related party transactions;
- j) Scrutinizing of inter-corporate loans and investments;
- k) Valuing of undertakings or assets of the Company, wherever it is necessary;
- l) Evaluating of internal financial controls and risk management systems;
- m) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- o) 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;
- p) Discussing with internal auditors of any significant findings and follow up there on;
- q) 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;
- r) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- s) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- t) Reviewing the functioning of the whistle blower mechanism;
- u) Approving the appointment of the Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
- v) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and / or specified / provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.

Further, the Audit Committee shall mandatorily review the following information:

- a) management discussion and analysis of financial condition and results of operations;
- b) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) internal audit reports relating to internal control weaknesses; and
- e) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- f) 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).

Stakeholders' Relationship Committee

Our Company has constituted a shareholder / investors grievance committee "Stakeholders' Relationship Committee" to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on June 10, 2024.

The Stakeholders' Relationship Committee comprises:

| Sr. No. | Name of Director | Status in Committee | Nature of Directorship |
|---------|-------------------------------|---------------------|------------------------|
| 1 | Mr. Sivasubramanian Natrajhen | Chairman | Independent Director |
| 2 | Ms. Manita Rani | Member | Independent Director |
| 3 | Ms. Rupal Sanjay Mandavia | Member | Managing Director |

The Company Secretary and Compliance officer of our Company shall act as the Secretary to the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

Tenure

The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

Meetings

The Stakeholder's Relationship Committee shall meet at least 1 (one) time in a year. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

Role of the Stakeholders' Relationship Committee

The Committee shall consider and resolve grievances of security holders, including but not limited to:

- a) Efficient transfer of shares including review of cases for refusal of transfer / transmission of shares and debentures;
- b) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate / split / consolidated share certificates;
- c) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer / transmission of shares and debentures;
- d) Allotment and listing of shares in future;
- e) Review of cases for refusal of transfer / transmission of shares and debentures;
- f) Reference to statutory and regulatory authorities regarding investor grievances;
- g) Ensure proper and timely attendance and redressal of investor queries and grievances; and
- h) To do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance Section 178 of Companies Act, 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on June 10, 2024.

The Nomination and Remuneration Committee comprises the following Directors:

| Sr. No. | Name of Director | Status in Committee | Nature of Directorship |
|----------------|-------------------------------|----------------------------|-------------------------------|
| 1 | Mr. Sivasubramanian Natrajhen | Chairman | Independent Director |
| 2 | Ms. Manita Rani | Member | Independent Director |
| 3 | Ms. Kripa Bhargava Mandavia | Member | Non-Executive Director |

The Company Secretary and Compliance officer of our Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope and function of the Committee and its terms of reference shall include the following:

Tenure

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

Meetings

The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including atleast one independent director in attendance.

Role of the Nomination and Remuneration Committee not limited to but includes:

- a) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulating of criteria for evaluation of performance of independent Directors and the Board;
- c) Devising a policy on Board diversity;
- d) Identifying persons who are qualified to become directors of our Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

Our Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report of our Company;

- e) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- f) Analyzing, monitoring and reviewing various human resource and compensation matters;
- g) Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- h) Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), usually consisting of a fixed and variable component;
- i) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- j) Performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits) Regulations, 2014;
- k) Framing suitable policies, procedures and systems to ensure that there is no violation, by and employee id any applicable laws in India or Overseas, including:
 - i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.”
- l) Performing such other activities as may be delegated by the Board of Directors and / or specified / provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee shall formulate and recommend a CSR policy to the Board, the Company has constituted a Corporate Social Responsibility Committee pursuant to resolution of the Board of Directors dated June 10, 2024. The Corporate Social Responsibility Committee shall recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the company, monitor the CSR policy of the Company from time to time and establish the transparent controlling mechanism for the implementation of the CSR projects or programs or activities undertaken by the company as per the requirements of the Companies Act, 2013, Listing Agreement and SEBI LODR for Corporate Governance.

The Corporate Social Responsibility Committee comprises the following members:

| Sr. No. | Name of Director | Status in Committee | Nature of Directorship |
|---------|----------------------------|---------------------|------------------------|
| 1 | Ms. Manita Rani | Chairperson | Independent Director |
| 2 | Mr. Rupal Sanjay Mandavia | Member | Managing Director |
| 3 | Ms. Kripa Bhargav Mandavia | Member | Director |

Role of the Corporate Social Responsibility Committee not limited to but includes:

We further confirm that atleast one Director is an Independent Director.

Company Secretary & Compliance Officer of our Company shall act as the secretary to the Corporate Social Responsibility Committee.

Measures

In the aforesaid backdrop, policy on CSR of Flywings Simulator Training Centre Limited is broadly framed taking into account the following measures:

The CSR activities shall be undertaken by Flywings Simulator Training Centre Limited, as stated in this Policy, as projects or programs or activities (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business.

The CSR activities which are exclusively for the benefit of Flywings Simulator Training Centre Limited employees or their family members shall not be considered as CSR activity.

Flywings Simulator Training Centre Limited shall give preference to the local area or areas around it where it operates, for spending the amount earmarked for CSR activities.

The Board of Flywings Simulator Training Centre Limited may decide to undertake its CSR activities as recommended by the CSR Committee, through a registered trust or a registered society or a company established by the company or its holding or subsidiary or associate company pursuant to Section 135 of the Companies Act, 2013 and rules made there-under.

The following is the list of CSR projects or programs which Flywings Simulator Training Centre Limited plans to undertake pursuant to Schedule VII of the Companies Act, 2013:

- a) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- b) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- c) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- d) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- e) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- f) Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- g) Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- h) Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- i) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
- j) Rural development projects;
- k) Slum area development;
- l) Disaster management, including relief, rehabilitation and reconstruction activities.

Any other measures with the approval of Board of Directors on the recommendation of CSR Committee subject to the provisions of Section 135 of Companies Act, 2013 and rules made there-under.

Organisational mechanism and responsibilities

Constitution of Corporate Social Responsibility Committee

The Board of Directors of the Company shall constitute a Corporate Social Responsibility Committee of the Board (“CSR Committee”) consisting of three or more directors, out of which at least one director shall be an independent director.

The CSR Committee shall –

- a) Formulate and recommend to the Board, a CSR policy and activities to be undertaken by the company in areas or subject, specified in Schedule VII;
- b) Recommend the amount of expenditure to be incurred on the activities; and
- c) Monitor the Policy of the company from time to time.

The Board of the company shall after taking into account the recommendations made by the CSR Committee, approve the policy for the company and disclose contents of such Policy in its report and also place it on the company’s website and ensure that the activities as are included in the CSR Policy of the company are undertaken by the company.

Flywings Simulator Training Centre Limited to provide the vision under the leadership of its Managing Director and Chairperson, Ms. Rupal Sanjay Mandavia.

At the Company, the Managing Director takes on the role of the mentor, while the onus for the successful and time bound implementation of the CSR activities / projects is on the HR Head and CSR teams.

To measure the impact of the work done, a social satisfaction survey / audit is carried out by an external agency.

Activities, setting measurable targets with timeframes and performance management:

Prior to the commencement of CSR activities / projects, we carry out a baseline study of the nearby area / villages of the Company’s Site Locations.

The study encompasses various parameters such as – health indicators, literacy levels, sustainable livelihood processes, and population data – below the poverty line and above the poverty line, state of infrastructure, among others.

From the data generated, a 1-year plan and a 5-year rolling plan are developed for the holistic and integrated development of the affected people.

All activities / projects of CSR are assessed under the agreed strategy, and are monitored every quarter / year, measured against targets and budgets. Wherever necessary, midcourse corrections are made.

Budgets

A specific budget is allocated for CSR activities and spending on CSR activities shall not be less than 2% of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of this policy.

In case Company fails to spend such amount, the Board shall specify the reasons for not spending the amount.

Approving authority for the CSR amount to be spent would be any one Director or the Managing Director / Chief Financial Officer of the Company after due recommendation of CSR Committee and approval of the Board of Directors of the Company.

The CSR Policy mandates that the surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of a company.

The CSR projects or programs or activities undertaken in India only shall amount to CSR expenditure.

CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of the CSR Committee but does not include any expenditure on any item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Companies Act 2013.

Tax treatment of CSR spent will be in accordance with the Income Tax Act as may be notified by CBDT.

Internal Complaints Committee

An Internal Complaints Committee is constituted for our Company by the Board to look into the matters concerning sexual harassment pursuant to resolution of the Board of Directors dated June 10, 2024. The Internal Complaints consists of the following members.

| Sr. No. | Name | Status in Committee | Gender |
|---------|---------------------------|---------------------|--------|
| 1. | Ms. Rupal Sanjay Mandavia | Presiding Officer | Female |
| 2. | Ms. Renu Gupta | Member | Female |
| 3. | Mr. Rishish Yadav | Member | Male |
| 4. | Ms. Varsha Agarwalla | Member | Female |

A complainant can approach any member of the committee with her written complaint.

Tenure

The President and other members of the committee shall hold office for such period, not exceeding 3 (three) years, from the date of their nomination as may be specified by the employer.

Scope

This policy is applicable to employees, workers, volunteers, probationer and trainees including those on deputation, part time, contract, working as consultants or otherwise (whether in the office premises or outside while on assignment). This policy shall be considered to be a part of the employment contract or terms of engagement of the persons in the above categories.

Where the alleged incident occurs to our employee by a third party while on a duty outside our premises, the Company shall perform all reasonable and necessary steps to support our employee.

What Constitutes Sexual Harassment?

Sexual Harassment means such unwelcome sexually determined behaviour (directly or through implication), like physical contact and advances by the employee(s) including:

- A demand or request for sexual favours, sexually coloured remarks, showing pornography, any other unwelcome physical conduct of sexual nature, lurid stares, physical contact or molestation, stalking, sounds, display of pictures, signs;
- Eve teasing, innuendos and taunts, physical confinement against one's will;
- A demand or request for sexual favours, whether verbally or non-verbally, where the submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment or promotion / evaluation of work thereby denying an individual equal opportunity at employment;
- An act or conduct by a person in authority which makes the environment at workplace hostile or intimidating to a person or unreasonably interferes with the individual's privacy and productivity at work;
- Verbal harassment of a sexual nature, such as lewd comments, sexual jokes or references, and offensive personal references; demeaning, insulting, intimidating, or sexually suggestive comments (oral or written) about an individual's personal appearance or electronically transmitted messages (Jokes, remarks, letters, phone calls);
- Any other behaviour which an individual perceives as having sexual overtones.

Redressal Mechanism:

Once the complaint is received by the Committee:

- The person who is accused by the complainant will be informed that a complaint has been filed against him (he will be made aware of the details of the allegation and also the name of the complainant as it would be necessary for proper inquiry) and no unfair acts of retaliation or unethical action will be tolerated.

- b) The complainant has the opportunity to ask for conciliation proceedings by having communication with the accused in the presence of the Committee. Please note that in such conciliation the complainant cannot demand monetary compensation.
- c) The Committee shall provide the copies of the settlement as recorded during conciliation to the aggrieved employee and the respondent.
- d) If the matter has been settled by conciliation but the respondent is not complying with the terms and conditions, the aggrieved party can approach the Committee for Redressal.
- e) The Committee will question both the complainant and the alleged accused separately. If required, the person who has been named as a witness will need to provide the necessary information to assist in resolving the matter satisfactorily.
- f) The Committee shall call upon all witnesses mentioned by both the parties.
- g) The Committee can ask for specific documents from a person if it feels that they are important for the purpose of investigation.
- h) The complainant has the option to seek transfer or leave so that the inquiry process can continue smoothly and to prevent recurrence of similar situations or discomfort to the complainant. The leave can extend for a maximum period of 3 months. Leave granted under this provision will be paid leave and will not be counted in the number of leaves that the complainant is statutorily entitled to. The complainant may be required to work from home, if it is practicable, keeping in mind the nature of work of the complainant, health and mental condition. However, the complainant is under a good faith obligation and shall not abuse the process to request unjustifiably long periods of leave, keeping in mind the economic effects of the leave to the organization. The Committee shall have the discretion to grant leave of an appropriate duration, depending on the facts and circumstances of the case, or grant an alternate measure such as transferring the employee or the accused, as it deems fit.

Where leave is granted to the complainant, the Committee shall make best attempts to ensure speedy completion of the inquiry process and to minimize adverse economic consequences to the Company arising out of the absence of the complainant from the workplace.

- i. The complainant and the accused shall be informed of the outcome of the investigation. The investigation shall be completed within 3 months of the receipt of the complaint. If the investigation reveals that the complainant has been sexually harassed as claimed, the accused will be subjected to disciplinary action accordingly.
 - a) The report of the investigation shall be supplied to the employer (or the District Officer), the accused and the complainant within 10 days of completion of the investigation.
 - b) The employer or the District Officer will act on the recommendations of the Committee within 60 days of the receipt of the report.
- ii. The contents of the complaint made, the identity and addresses of the aggrieved employee, respondent and witnesses, any information relating to conciliation and inquiry proceedings, recommendations of the Internal Committee and the action taken by the employer shall not be published, communicated or made known to the public, press and media in any manner

Any party aggrieved by the report can prefer an appeal in the appropriate Court or Tribunal in accordance with the service rules within 90 days of the recommendation been given to the employer / District Officer.

Disciplinary Action:

Where any misconduct is found by the Committee, appropriate disciplinary action shall be taken against the accused. Disciplinary action may include transfer, withholding promotion, suspension or even dismissal. This action shall be in addition to any legal recourse sought by the complainant.

If it is found out through evidence by the Committee that the complainant has maliciously given false complaint against the accused, disciplinary action shall be taken against the complainant as well.

Regardless of the outcome of the complaint made in good faith, the employee lodging the complaint and any person providing information or any witness, will be protected from any form of retaliation. While dealing with complaints of sexual harassment, the Committee shall ensure that the complainant or the witness are not victimized or discriminated

against by the accused. Any unwarranted pressures, retaliatory or any other type of unethical behaviour by the accused against the complainant while the investigation is in progress should be reported by the complainant to the Complaints Committee as soon as possible. Disciplinary action will be taken by the Committee against any such complaints which are found genuine.

This policy shall be disseminated to each employee of the Company as well as new recruits who will have to acknowledge that they have read and understood the policy and that they shall abide by the policy.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of BSE Limited. We shall comply with the requirements of the SEBI (PIT) Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

The Company Secretary and Company Secretary will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

OUR KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Given below are the details of the Key Managerial Personnel of our Company as prescribed under the Companies Act, 2013:

| Sr. No | Name of the KMPs | Designation |
|---------------|---------------------------|---|
| 1. | Ms. Rupal Sanjay Mandavia | Chairman, Managing Director and Chief Financial Officer |
| 2. | Mr. Robbin | Company Secretary and Compliance officer |

BREIF PROFILE OF KEY MANAGERIAL PERSONNEL:

Ms. Rupal Sanjay Mandavia –Chairman, Managing Director & Chief Financial Officer

Ms. Rupal Sanjay Mandavia is the Chairman, Managing Director & Chief Financial Officer of our Company. For details, see “*Brief Profile of our Director*”, see “*Our Management*” chapter beginning on page 137 of this Draft Red Herring Prospectus.

| | |
|--|--|
| Term of Office with expiration Date | Appointed as Chief financial Officer with effect from March 04, 2024. |
| Details of service contract | Not Applicable |
| Function and areas of experience | Responsible for complying with provisions, regulations, acts applicable to the company |

Mr. Robbin– Company Secretary and Compliance officer

Mr. Robbin, aged 26 years, is the Company Secretary and Compliance officer of our Company. He was appointed as the Company Secretary of our Company at the meeting of the Board of Directors with effect from June 10, 2024. He is a Member of Institute of Company Secretaries of India having Membership No. ACS 63888.

| | |
|--|--|
| Term of Office with expiration Date | Appointed as Company Secretary and Compliance officer with effect from June 10, 2024. |
| Details of service contract | Not Applicable |
| Function and areas of experience | Responsible for complying with provisions, regulations, acts applicable to the company |

STATUS OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

All our Key Managerial Personnel and senior are permanent employees of our Company.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

None of the above-mentioned key managerial personnel and senior management are related to each other. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as members of our senior management.

RELATIONSHIP OF DIRECTORS / PROMOTER WITH KEY MANAGERIAL PERSONNEL (KMPs) / SENIOR MANAGEMENT

None of the above-mentioned key managerial personnel or senior management are related to our Promoter or Directors. Further, there are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel or senior management were selected as members of our senior management.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

As on date of this Draft Red Herring Prospectus, except as stated below, our Key Managerial Personnel do not hold any number of Equity Shares of our Company

| Sr. No. | Name of Key Managerial Personnel | No. of Equity Shares Held (Pre-Issue) | % of pre-Issue capital |
|---------|----------------------------------|---------------------------------------|------------------------|
| 1. | Ms. Rupal Sanjay Mandavia | 66,60,000 | 86.90 |
| 2. | Mr. Robbin | Nil | Nil |
| | Total | 66,60,000 | 86.90 |

REMUNERATION / COMPENSATION TO OUR KMPs

Set forth below is the remuneration paid by our Company to our KMPs for the financial year ended March 31, 2024:

| <i>(₹ in Lakh)</i> | | | |
|--------------------|---------------------------|---|-------------------|
| Sr. No. | Name of KMPs | Designation | Remuneration paid |
| 1. | Ms. Rupal Sanjay Mandavia | Chairman, Managing Director & Chief Financial Officer | 49.00 |
| 2. | Mr. Sandeep Kumar | Company Secretary and Compliance officer* | 1.35 |
| 3. | Mr. Robbin | Company Secretary and Compliance officer** | Nil |
| | Total | | 50.35 |

* Appointed as Company Secretary w.e.f. February 13, 2024 and Resigned on June 09, 2024.

** Appointed as Company Secretary w.e.f. June 10, 2024

The aforementioned KMP's are on the payrolls of our Company as permanent employees.

BONUS OR PROFIT-SHARING PLAN FOR OUR KEY MANAGERIAL PERSONNEL

As on the date of this Draft Red Herring Prospectus, our Company does not have any performance linked bonus or profit-sharing plan with any of our Key Managerial Personnel.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation as on date of this Draft Red Herring Prospectus.

LOANS TO KEY MANAGERIAL PERSONNEL

Except as stated in this Draft Red Herring Prospectus, there is no loan outstanding against Key Managerial Personnel as on date of this Draft Red Herring Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and may also be interested to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon, if any. Except as disclosed in this Draft Red Herring Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration.

Except as stated in the heading titled “*Related Party Transactions*” under the Section titled “*Financial Statements as Restated*” beginning on page 167 of this Draft Red Herring Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

Set forth below are the changes in our Key Managerial Personnel in the last 3 (three) years immediately preceding the date of this Draft Red Herring Prospectus:

| Sr. No. | Name | Date of Event | Event | Reason |
|---------|---------------------------|-------------------|--------------------------------------|----------------------|
| 1. | Mr. Sandeep Kumar | February 13, 2024 | Appointed as Company Secretary | Corporate Governance |
| 2. | Ms. Rupal Sanjay Mandavia | March 04, 2024 | Appointed as Chief Financial Officer | |
| 3. | Ms. Rupal Sanjay Mandavia | March 04, 2024 | Appointed as Managing Director | |
| 4. | Mr. Sandeep Kumar | June 09, 2024 | Resignation as Company Secretary | Personal Reason |
| 5. | Mr. Robbin | June 10, 2024 | Appointed as Company Secretary | Corporate Governance |

EMPLOYEES STOCK OPTION SCHEME

Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme as on the date of filing of this Draft Red Herring Prospectus.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except as stated in this Draft Red Herring 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.

Except as stated in the chapter titled “*Financial Statements as Restated*” beginning on page 168 of this Draft Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors, Our Key Managerial Personnel or our Promoter.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Key Managerial Personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, please refer chapter titled “*Our History and Certain Other Corporate Matters*” beginning on page 133 of this Draft Red Herring Prospectus.

OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTER

The Promoter of our Company is Ms. Rupal Sanjay Mandavia.

As on the date of this Draft Red Herring Prospectus, Our Promoter holds an aggregate of 66,60,000 Equity Shares, representing 86.90% of the Pre-Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share Capital held by our Promoters*", on pages 66 of this Draft Red Herring Prospectus.

BRIEF PROFILE OF OUR INDIVIDUAL PROMOTER



Ms. Rupal Sanjay Mandavia aged 50 years, is the Promoter, Chairman, Managing Director and Chief Financial Officer of our Company. She was appointed as the first Director of the Company. Further, she was also appointed as Chairman, Managing Director and Chief Financial officer of the Company w.e.f. March 04, 2024. She has degree of Bachelors of Commerce from University of Mumbai in the year 1995. She has experience of more than a decade in the field of aviation training. She has exhibited exceptional leadership, strategic acumen and a profound dedication to her role throughout her tenure with our organization. She has been instrumental in spearheading key initiatives and driving operational excellence. Her visionary leadership and innovative thinking have been invaluable to the success of the organization. She excels in forging and nurturing productive relationships with a diverse range of stakeholders, including staff and customers, which has been instrumental in driving the company's sustained growth. Her profound expertise in industry dynamics and market trends ensures that he consistently stays ahead of the competition. Her ability to navigate complex challenges and implement effective strategies has been invaluable, ensuring the organization remains at the forefront of the industry. Her commitment to excellence and her strategic vision continue to inspire and propel the company towards achieving its long-term goals.

Qualification: Bachelor of Commerce

Date of Birth: November 20, 1973

Age: 50 Years

Residential Address: House No, A-3/1101, World Spa East, Near Star Mall, Sector 3, Gurgaon, Haryana-122001

Nationality: Indian

PAN: AAGPM4663B

Directorship Held:

Flywings Drone Training Private Limited

For the complete profile of Ms. Rupal Sanjay Mandavia, - educational qualifications, professional experience, position / posts held in the past, directorships held, special achievements and business and financial activities, see "*Our Management*" on page 137 of this Draft Red Herring Prospectus.

DECLARATION

We declare and confirm that the details of the Permanent Account Number, Aadhaar Card Number and Driving License Number, Passport Number and Bank Account Number of our Promoter will be submitted to the Stock Exchange i.e., BSE Limited, where the Equity Shares are proposed to be listed at the time of filing this Draft Red Herring Prospectus.

UNDERTAKING / CONFIRMATIONS

None of our Promoter or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoter, Group Company and Company promoted by the promoter of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoter, Group Company and Company promoted by the promoter during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoter, Group company and Company promoted by the Promoter are disclosed in chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 186 of this Draft Red Herring Prospectus.
- None of our Promoter person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

CHANGE IN CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the three years immediately preceding the date of this Draft Red Herring Prospectus.

EXPERIENCE OF OUR PROMOTER IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoter in the business of our Company, please refer the chapter “*Our Management*” beginning on page 137 of this Draft Red Herring Prospectus.

INTEREST OF OUR PROMOTER

Our Promoter is interested in our Company to the extent (i) that she has promoted our Company, and (ii) to the extent of her shareholding in our Company. For details on shareholding of our Promoter in our Company, see “*Capital Structure*” on page 66 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoter is directly or indirectly interested and no payments have been made to her in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please refer the section titled “*Related Party Transactions*” in chapter “*Financial Statements as Restated*” on page 168 of this Draft Red Herring Prospectus.

Interest in promotion of our Company

Our Company is currently promoted by the Promoter in order to carry on its present business. Our Promoter is interested in our Company to the extent of her shareholding and directorship in our Company and the dividend declared, if any, by our Company.

Interest in the property, land, construction of building, supply of machinery, etc.

Except as mentioned in the chapter titled ‘***Our Business***’ beginning on page 109 of this Draft Red Herring Prospectus, our Promoter do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of 2 (two) years before filing of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Interest in our Company arising out of being a member of a firm or company

Our Promoter is not interested as member of a firm or company, and no sum has been paid or agreed to be paid to her or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

Interest in our Company other than as Promoter

Except as mentioned in this chapter and chapters titled “***Our Business***”, “***History and Certain Corporate Matters***”, “***Our Management***” and “***Restated Financial Statements***” beginning on pages 109, 133, 137 and 168, respectively, our Promoter do not have any other interest in our Company.

Payment or Benefit to the Promoter or Promoter Group in the last 2 (two) years

Except as stated above in chapters “***Financial Statements as Restated***” beginning on page 168 of this Draft Red Herring Prospectus, there has been no amount or benefit paid or given during the preceding 2 (two) years of filing of this Draft Red Herring Prospectus or intended to be paid or given to any Promoter or member of our Promoter Group and no consideration for payment of giving of the benefit.

COMMON PURSUITS OF OUR PROMOTER

Except as disclosed below, our Promoter is not involved with any ventures which are in the same line of activity or business as that of our Company.

| Sr. No | Name of Entity |
|--------|--|
| 1. | Flywings Simulator Training Centre Limited |
| 2. | Flywings Drone Training Private Limited |

MATERIAL GUARANTEES GIVEN TO THIRD PARTIES

Except as stated in the “***Financial Statements as Restated***” beginning on page 168 of this Draft Red Herring Prospectus, our Promoter have not given material guarantees to the third party(ies) with respect to the specified securities of our Company.

EXPERIENCE OF PROMOTER IN THE LINE OF BUSINESS

Our Promoter is Ms. Rupal Sanjay Mandavia and has been serving as Director at Flywings Simulator Training Centre Limited since its incorporation and later had been designated as Managing Director with the effect from March 04, 2024 and has an experience of more than a decade. The Company shall also endeavour to ensure that relevant professional help is sought as and when required in the future.

SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please see the chapter titled “***Capital Structure – Notes to Capital Structure***” beginning on page 66 of this Draft Red Herring Prospectus.

LITIGATION INVOLVING OUR PROMOTER

For details relating to legal proceedings involving the Promoter, please refer “***Outstanding Litigation and Material Developments***” beginning on page 186 of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

Except as stated in “Annexure VII–“Related Party Transactions” beginning on page 167 of this Draft Red Herring Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

COMPANIES WITH WHICH OUR PROMOTER HAVE DISASSOCIATED IN THE PRECEDING THREE YEARS

Except stated below, Our Promoter have not disassociated herself from any companies, firms or entities during the last three years preceding the date of this Draft Red Herring Prospectus.

| Sr. No. | Name of Promoter | Name of Entity | Reason for Disassociation | Date of Disassociation |
|---------|---------------------------|-----------------------------|---------------------------|------------------------|
| 1 | Ms. Rupal Sanjay Mandavia | Big Charter Private Limited | Pre-occupation | January 02, 2024 |

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 is as under:

A. Natural Persons who form part of our Promoter Group:

| | |
|----------------------------|-----------------------------------|
| Promoter | Rupal Sanjay Mandavia |
| Father | Kamlesh Mangaldas Desai |
| Mother | Varsha Kamlesh Desai |
| Spouse | Sanjay Natvarlal Mandavia |
| Sister(s) | Sheetal Kamlesh Desai |
| Sister(s) | Priti Jignesh Vora |
| Son(s) | Hitansh Sanjay Mandavia |
| Daughter(s) | Khushi Sanjay Mandavia |
| Spouse's Father | Natvarlal Kapurchand Mandavia |
| Spouse's Mother | Late Daskhaben Natvarlal Mandavia |
| Spouse's Brother(s) | Mitul Natvarlal Mandavia |
| Spouse's Brother(s) | Bhargav Natvarlal Mandavia |

B. In case promoter is a Body Corporate

| Sr. No. | Nature of Relationship | Name of the Promoter Entities / Company |
|---------|--|---|
| 1. | Subsidiary or holding company of Promoter Company | N.A. |
| 2. | Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate). | N.A. |

C. In case promoter is an Individual:

| Sr. No. | Nature of Relationship | Entity |
|---------|--|--|
| 1. | Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member. | Flybig Express Private Limited Flybig Ground Services Private limited Ambitions Flying Club Private Limited Big Charter Private Limited Flybig MRO Private Limited Nutana Aviation Capital IFSC Private Limited |
| 2. | Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital. | Nil |

| | | |
|----|--|-----|
| 3. | Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 20%. | Nil |
|----|--|-----|

D. All persons whose shareholding is aggregated under the heading "shareholding of the Promoter Group":

The following persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1)(pp)(v) of SEBI (ICDR) Regulations 2018: **NIL**

OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those companies as our Group Company (other than promoter(s) and subsidiary / subsidiaries) with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Company as considered material by our Board.

Further, pursuant to a resolution of our Board dated June 10, 2024, for the purpose of disclosure in relation to Group company in connection with the Issue, a company shall be considered material and disclosed as a Group company if such company fulfils both the below mentioned conditions: -

- a) the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements (“Restated Financial Statements”); or
- b) if such company fulfils both the below mentioned conditions: -
 - i. such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1) (pp) of the SEBI(ICDR) Regulations; and
 - ii. the Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the Company as per Restated Financial Statements.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, there are 5 (Five) companies / entity falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group company / entity (“Group Company”).

Corporate Information–

1. BIG CHARTER PRIVATE LIMITED

| | | |
|------------------------------|--|------------|
| Date of Incorporation | December 13, 2014 | |
| Name of Company | Big Charter Private Limited | |
| CIN | U62200MH2014PTC260145 | |
| PAN | AAGCB6903N | |
| Registered Office | M S Sunder Corporation, 313, Plot-3, D-Wing, Sunder Dham, Borivali (W), Off S V Road, Poisar, Mumbai- 400092, Maharashtra, India | |
| Board of Directors* | Name of Directors | DIN |
| | Mr. Sanjay Natvarlal Mandavia | 03606814 |
| | Mr. Ruchir Mandavia | 08516263 |

**As on date of this Draft Red Herring Prospectus*

2. FLIGHT SIMULATION SOLUTIONS PRIVATE LIMITED

| | | |
|------------------------------|---|------------|
| Date of Incorporation | October 31, 2007 | |
| Name of Company | Flight Simulation Solutions Private Limited | |
| CIN | U51494HR2007PTC066780 | |
| PAN | AADCK2141C | |
| Registered Office | Plot No. 46, Sector - 35, HSIIDC, Gurugram-122001, Haryana, India | |
| Board of Directors* | Name of Directors | DIN |
| | Mr. Dilawer Singh Basraon | 05110760 |
| | Mr. Rishish Yadav | 07941523 |
| | Ms. Jyotsana Chaudhary | 03163585 |

**As on date of this Draft Red Herring Prospectus*

3. FLYBIG MRO PRIVATE LIMITED

| | | |
|------------------------------|----------------------------|--|
| Date of Incorporation | July 02, 2021 | |
| Name of Company | Flybig MRO Private Limited | |
| CIN | U74999HR2021PTC096041 | |
| PAN | AAECF6261H | |

| | | |
|----------------------------|--|------------|
| Registered Office | Plot No-562, Udyog Vihar, Phase V, Gurugram-122016, Haryana, India | |
| Board of Directors* | Name of Directors | DIN |
| | Mr. Bhargava Natvarlal Mandavia | 02263888 |
| | Mr. Sunil Kishor Khuman | 10221880 |

*As on date of this Draft Red Herring Prospectus

4. FLYWINGS AVIATION TRAINING ACADEMY PRIVATE LIMITED

| | | |
|------------------------------|---|------------|
| Date of Incorporation | March 29, 2012 | |
| Name of Company | Flywings Aviation Training Academy Private Limited | |
| CIN | U80904MH2012PTC228891 | |
| PAN | AABCF9586G | |
| Registered Office | 302, Cosmos Court Premises Society Limited, S.V. Road, Opp Indian Oil Petrol Pump, Vile, Parle, Mumbai- 400056 Maharashtra, India | |
| Board of Directors* | Name of Directors | DIN |
| | Ms. Ruchir Mandavia | 08516263 |
| | Mr. Rishish Yadav | 07941523 |

*As on date of this Draft Red Herring Prospectus

5. AMBITIONS FLYING CLUB PRIVATE LIMITED

| | | |
|------------------------------|--|------------|
| Date of Incorporation | February 09, 2007 | |
| Name of Company | Ambitions Flying Club Private Limited | |
| CIN | U62200UP2007PTC051781 | |
| PAN | AAGCA1574Q | |
| Registered Office | MS-10 NH-91, Aligarh Airstrip, Dhanipur , Post Panethi, Aligarh-202001, Uttar Pradesh, India | |
| Board of Directors* | Name of Directors | DIN |
| | Mr. Vishal Garg | 01094750 |
| | Mr. Bhargava Natvarlal Mandavia | 02263888 |
| | Mr. Rishish Yadav | 07941523 |

*As on date of this Draft Red Herring Prospectus

FINANCIAL INFORMATION

In accordance with the SEBI (ICDR) Regulations, Details of Reserves (excluding Revaluation Reserves), Sales, Profit after Tax, Earnings per Share, Basis / Diluted Earnings Per Share and Net Asset Value, derived from the latest Audited Financial Statements available on a standalone basis of our Group Companies are available on the website of our company at www.fwstc.co.in.

OTHER CONFIRMATIONS

- None of our Group Companies Securities are listed on any stock exchange nor any of the Group Companies has made any public and / or rights issue of securities in the preceding three years.
- None of the above-mentioned Group Companies is in defaults in meeting any Statutory / bank / institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.
- None of the above-mentioned Group Companies is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up / insolvency proceedings.
- Our Group Companies has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

LITIGATIONS

Except as mentioned in the Chapter “*Outstanding Litigation and Material Developments*” beginning on page 3 of this Draft Red Herring Prospectus, there are no outstanding litigation involving our Group Companies which may have a material impact on our Company.

INTEREST OF OUR GROUP COMPANY

Interest in the promotion of our Company

Except as disclosed in this Draft Red Herring Prospectus, our Group Companies has no interest in the promotion of our Company.

Interest in the properties acquired or proposed to be acquired by our Company in the past three years or proposed to be acquired

Except as mentioned in the chapter titled "*Our Business*" under the heading "*Our Properties*" beginning on page 109 of this Draft Red Herring Prospectus, Our Group Companies don't have any interest in the properties acquired or proposed to be acquired by our Company in the three years preceding the filing of Draft Red Herring Prospectus

Interest in the transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies are not interested in any transaction for acquisition of land or supply of machinery to our Company.

RELATED PARTY TRANSACTIONS BETWEEN OUR COMPANY & GROUP COMPANIES AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Except as disclosed under the Note "*Related Party Transactions*" on page 167 of this Draft Red Herring Prospectus, there are no related business transactions of our Company with its Group Companies and significance of the same on the financial performance of our Company.

BUSINESS INTERESTS OF GROUP COMPANY IN OUR COMPANY

Other than as disclosed under the Note "*Related Party Transactions*" on page 167 of this Draft Red Herring Prospectus, the group companies don't have any interest in the business of our Company or interest of any other nature as on the date of this Draft Red Herring Prospectus.

PAYMENT OR BENEFIT TO OUR GROUP COMPANIES

Except as stated under the Note "*Related Party Transactions*" beginning on page 167 of this Draft Red Herring Prospectus, there has been no payment of benefits to our group companies during the Financial Year ended on March 31, 2024, March 31, 2023 and March 31, 2022 of M/s. Flywings Simulator Training Centre Limited.

COMMON PURSUITS

Except as disclosed in "*Our Business*" and "*Related Party Transactions*" on pages 109 and 167, respectively, none of our Group Companies are in the same line of business as our Company and there are no common pursuits between our Group Companies and our Company.

UNDERTAKING / CONFIRMATIONS BY OUR GROUP COMPANIES

None of our Promoter or Promoter Group or Group companies or person in control of our Company has been:

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

Neither our Promoter, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoter, the relatives of our individual Promoter (as defined under the Companies Act) nor our Group companies / Promoter Group entities have been declared as a wilful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian Company pays dividends upon a recommendation by its Board of Directors and approval by majority of the Shareholders at the general meeting. Under the Companies Act, 2013, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have a formal dividend policy for declaration of dividend in respect of Equity shares. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Our Company has not paid / declared any dividend in last three years from date of this Draft Red Herring Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future...



RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure XXVII of section titled "***Financial Statements as Restated***" beginning on page 168 of this Draft Red Herring Prospectus.

SECTION IX: FINANCIAL INFORMATION

FINANCIAL STATEMENTS AS RESTATED

| Sr. No. | Particulars | Page no. |
|----------------|-------------------------------|-----------------|
| 1 | Restated Financial Statements | F-1 to F-30 |

**Independent Auditor's Report on The Restated Financial Statements of
FLYWINGS SIMULATOR TRAINING CENTRE LIMITED**

Auditor's Report on the Restated Statement of Assets and Liabilities as on March 31, 2024; March 31, 2023 and March 31, 2022, Statement of Profit & Loss and Cash Flow for the financial years ending on March 31, 2024, 2023 and 2022 of FLYWINGS SIMULATOR TRAINING CENTRE LIMITED

To,
The Board of Directors,
FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
(FORMERLY FLYWINGS SIMULATOR AND TRAINING CENTRE PRIVATE LIMITED)
KILLA NO: 13/3/2/2 I-18,3/1/1 I-17
BEGAMPUR KHATOLA, GURGAON 122001
HARYANA
Dear Sirs,

- 1) We have examined the attached Restated Summary Statements and Other Financial Information of **FLYWINGS SIMULATOR TRAINING CENTRE LIMITED** (Formerly known as '**FLYWINGS SIMULATOR AND TRAINING CENTRE PRIVATE LIMITED**'), for the financial years ended March 31, 2024, 2023 and 2022 (collectively referred to as the "**Restated Summary Statements**" or "**Restated Financial Statements**") as duly approved by the Board of Directors of the Company.
- 2) The said Restated Financial Statements and other Financial Information have been examined and prepared for the purpose of inclusion in the Draft Prospectus/Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offering (IPO) on SME Platform of BSE Limited ("BSE SME") of the company taking into consideration the followings and in accordance with the following requirements of:
 - Section 26 and 32 of Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014, as amended from time to time;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations), 2018 (the 'SEBI ICDR Regulations') as amended from time to time in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992;
 - The Guidance Note on Reports in Company Draft Prospectus / Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("ICAI") ("Guidance Note");
 - The applicable regulation of SEBI (ICDR) Regulations, 2018, as amended, and as per Schedule VI (Part A) (11) (II) of the said Regulations; and
 - The terms of reference to our engagement letter with the company dated June 10, 2024 requesting us to carry out the assignment, in connection with the proposed Initial Public Offering of equity shares on SME Platform of BSE Limited ("BSE SME") ("IPO" or "SME IPO").
- 3) These Restated Financial Information (included in Annexure I to XXXIII) have been extracted by the Management of the Company from:

The Company's Financial Statements for the financial years ended March 31, 2024, 2023 and 2022 which have been approved by the Board of Directors at their meeting respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Financial Statements, are the responsibility of the Company's Management. The Financial Statement of the Company for the financial year ended March 31, 2024 have been audited by M/s. Shah Kailash Associates & LLP, Chartered Accountants and for the financial years ended March 31, 2023 and March 31, 2022 have been audited by M/S. Jain & Jain LLP, Chartered Accountants and had issued unqualified reports for these years.

- 4) In accordance with the requirement of Section 26 and 32 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:

- (a) The **Restated Statement of Assets and Liabilities** for the financial years ended March 31, 2024, 2023 and 2022 examined by us, as set out in **Annexure I** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to XXXIII to this Report.
- (b) The **Restated Statement of Profit and Loss** of the Company for the financial years ended March 31, 2024, 2023 and 2022 examined by us, as set out in **Annexure II** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss, have been arrived at after making such adjustments and regroupings of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to XXXIII to this Report.
- (c) The **Restated Statement of Cash Flows** of the Company for the financial years ended March 31, 2024, 2023 and 2022, examined by us, as set out in **Annexure III** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flows, have been arrived at after making such adjustments and regroupings of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to XXXIII to this Report.

As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

- 5) Based on the above, as per the reliance placed by us on the audited financial statements of the Company and report thereon given by the Statutory Auditor of the Company for the financial years ended March 31, 2024, 2023 and 2022, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Financial Statement:
 - (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at March 31, 2024.
 - (b) have been made after incorporating adjustments for prior period and other material amounts, if any, in the respective financial years to which they relate to;
 - (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Financial Statement and do not contain any qualification requiring adjustments;
 - (d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial years ended March 31, 2024, 2023 and 2022 which would require adjustments in this Restated Financial Statements of the Company;
 - (e) Restated Summary Statement of Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to XXXIII to this report;
 - (f) Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies,
 - (g) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements;
 - (h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;

- 6) We have also examined the following other Restated Financial Information as set out in the respective Annexure's to this report and forming part of the Restated Financial Statement, prepared by the management of the Company and approved by the Board of Directors of the company for the financial years ended March 31, 2024, 2023 and 2022 proposed to be included in the Draft Red Hearing/Red Hearing/Prospectus ("Offer Document") for the proposed IPO:
1. Statement of Assets & Liabilities, as restated in **Annexure I** to this report.
 2. Statement of Profit & Loss, as restated in **Annexure II** to this report.
 3. Statement of Cash Flow, as restated in **Annexure III** to this report.
 4. Statement of Significant Accounting Policies & Explanatory Notes on Financial Statement, as restated in **Annexure IV** to this report.
 5. Statement of Share Capital, as restated in **Annexure V** to this report.
 6. Statement of Reserves & Surplus, as restated in **Annexure VI** to this report
 7. Statement of Long-Term Borrowings, as restated in **Annexure VII** to this report.
 8. Statement of Long-Term Provisions, as restated in **Annexure VIII** to this report
 9. Statement of Short-Term Borrowings as restated in **Annexure IX** to this report.
 10. Statement of Trade Payables as restated in **Annexure X** to this report.
 11. Statement of Other Current Liabilities as restated in **Annexure XI** to this report.
 12. Statement of Short-Term Provisions as restated in **Annexure XII** to this report.
 13. Statement of Plant, Property & Equipment and Intangible Assets, as restated in **Annexure XIII** to this report.
 14. Statement of Non-Current Investments as restated in **Annexure XIV** to this report
 15. Statement of Other Non-Current Assets as restated in **Annexure XV** to this report.
 16. Statement of Deferred Tax Assets/Liabilities as restated in **Annexure XVI** to this report.
 17. Statement of Trade Receivables as restated in **Annexure XVII** to this report.
 18. Statement of Cash and Cash Equivalents as restated in **Annexure XVIII** to this report.
 19. Statement of Short-Term Loans and Advances as restated in **Annexure XIX** to this report.
 20. Statement of Other Current Assets as restated in **Annexure XX** to this report.
 21. Statement of Revenue from Operations as restated in **Annexure XXI** to this report.
 22. Statement of Other Income as restated in **Annexure XXII** to this report.
 23. Statement of Employee Benefit Expenses as restated in **Annexure XXIII** to this report.
 24. Statement of Finance Cost as restated in **Annexure XXIV** to this report.
 25. Statement of Depreciation & Amortization as restated in **Annexure XXV** to this report.
 26. Statement of Other Expenses as restated in **Annexure XXVI** to this report.
 27. Statement of Related Party Transactions as restated in **Annexure XXVII** to this report.
 28. Statement of Reconciliation of Restated Profit after Tax, Restated Equity/Net worth, as restated in **Annexure XXVIII** to this report.
 29. Statement of Capitalization as restated in **Annexure XXIX** to this report
 30. Statement of Other Financial Information as restated in **Annexure XXX** to this report.
 31. Statement of Tax Shelters as restated in **Annexure XXXI** to this report.
 32. Statement of Contingent Liabilities as restated in **Annexure XXXII** to this report.

33. Statement of Accounting Ratios as restated in **Annexure XXXIII** to this report.

- 7) We, Jay Gupta & Associates, Chartered Accountants hold a valid peer review certificate issued by the “Peer Review Board” of the Institute of Chartered Accountants of India (“ICAI”).
- 8) The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
- 9) This report should not in any way be construed as a re-issuance or re-dating of any of the audit reports issued by Statutory Auditor, nor should this report be construed as an opinion on any of the Standalone Financial Information referred to herein.
- 10) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 11) In our opinion, the above Restated Financial Statements contained in **Annexure I to XXXIII** to this report read along with the ‘Significant Accounting Policies and Notes to the Financial Statements’ appearing in **Annexure IV to XXXIII** after making adjustments and regrouping/reclassification as considered appropriate and have been prepared in accordance with the provisions of Section 26 and 32 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.
- 12) Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed SME IPO of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

For Jay Gupta & Associates
(Erstwhile Gupta Agarwal & Associates)
Chartered Accountants
Firm Registration No.: 329001E

Sd/-
Jay Shanker Gupta
Membership No. 059535
Partner
UDIN: 24059535BKBGBK5900

Place: Kolkata
Date: July 19, 2024

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
KILLA NO: 13/3/2/2 I-18,3/1/1 I-17
BEGAMPUR KHATOLA, GURGAON 122001
HARYANA

Annexure-I

RESTATED STATEMENT OF ASSETS & LIABILITIES

| | | | | | Amount (Rs. In Lakhs) |
|-----------|--|----------|------------------|------------------|-----------------------|
| Sr.No | Particulars | Note No. | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
| I | <u>EQUITY AND LIABILITIES</u> | | | | |
| 1 | Shareholders Funds | | | | |
| | (a) Share Capital | 2 | 6.67 | 1.00 | 1.00 |
| | (b) Reserves & Surplus | 3 | 2,381.30 | 104.15 | -309.23 |
| | (c) Share Application money pending allotment | | 440.36 | - | - |
| 2 | Non-current liabilities | | | | |
| | (a) Long-Term Borrowings | 4 | 722.57 | 707.67 | 1,170.00 |
| | (b) Long-Term Provisions | 5 | 14.12 | 12.51 | 9.86 |
| | (c) Deferred Tax Liabilities (net) | | - | - | - |
| 3 | Current Liabilities | | | | |
| | (a) Short-Term Borrowings | 6 | 104.83 | 59.27 | 95.01 |
| | (b) Trade Payables: | 7 | | | |
| | (A) total outstanding dues of micro, small and medium enterprises; and | | 8.12 | 4.73 | 3.39 |
| | (B) total outstanding dues of creditors other than micro, small and medium enterprises | | 26.87 | 34.20 | 146.75 |
| | (c) Other Current Liabilities | 8 | 595.68 | 619.93 | 322.79 |
| | (d) Short-Term Provisions | 9 | 413.90 | 90.26 | 33.27 |
| | TOTAL | | 4,714.42 | 1,633.72 | 1,472.85 |
| II | <u>ASSETS</u> | | | | |
| 1 | Non Current Assets | | | | |
| | (a) Property, Plant & Equipment & Intangible Assets | 10 | | | |
| | (i) Property, Plant and Equipment | | 895.42 | 490.31 | 520.50 |
| | (ii) Intangible Assets | | - | - | - |
| | (b) Non-Current Investment | 11 | 651.60 | - | - |
| | (c) Other Non-Current Assets | 12 | 213.74 | 53.74 | 38.89 |
| | (d) Deferred Tax Assets (Net) | 13 | 2.76 | 12.04 | 14.28 |
| 2 | Current Assets | | | | |
| | (a) Inventories | | - | - | - |
| | (b) Trade Receivables | 14 | 444.52 | 245.31 | 19.61 |
| | (c) Cash and Cash Equivalents | 15 | 1,137.41 | 558.93 | 13.53 |
| | (d) Short-Term Loans and Advances | 16 | 1,093.14 | 222.54 | 834.06 |
| | (e) Other Current Assets | 17 | 275.83 | 50.85 | 31.99 |
| | TOTAL | | 4,714.42 | 1,633.72 | 1,472.85 |

The accompanying significant accounting policies and explanatory notes on accounts 1 - 28 are integral part of financial statements

As per our report of even date

For & or behalf of Directors

For Jay Gupta & Associates
(Erstwhile Gupta Agarwal & Associates)

Sd/-

Sd/-

Chartered Accountants

Rupal Sanjay Mandavia

Mitul Natwarlal Mandavia

FRN No. 329001E

Managing Director & CFO

Director

DIN: 02275347

DIN: 10505115

Sd/-

Jay Shanker Gupta

Partner

Membership no. 059535

Place : Kolkata

Date : July 19, 2024

Sd/-

Robbin

Company Secretary & Compliance Officer

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
KILLA NO: 13/3/2/2 I-18,3/1/1 I-17
BEGAMPUR KHATOLA, GURGAON 122001
HARYANA

Annexure-II

RESTATED STATEMENT OF PROFIT & LOSS

Amount (Rs. In Lakhs)

| Particulars | Note No. | For the year ended 31.03.2024 | For the year ended 31.03.2023 | For the year ended 31.03.2022 |
|--|----------|----------------------------------|----------------------------------|----------------------------------|
| I. Revenue from Operations | 18 | 2,220.28 | 1,037.65 | 143.67 |
| II. Other Income | 19 | 39.53 | 5.86 | 2.32 |
| III. Total Income (I + II) | | 2,259.81 | 1,043.51 | 145.99 |
| IV. Expenses: | | | | |
| Employee Benefits Expense | 20 | 163.07 | 94.58 | 33.14 |
| Finance Costs | 21 | 40.34 | 26.72 | 49.46 |
| Depreciation and Amortisation Expense | 10 | 72.53 | 84.59 | 110.61 |
| Other Expenses | 22 | 534.89 | 365.18 | 131.89 |
| IV. Total Expenses | | 810.84 | 571.07 | 325.11 |
| V. Profit before exceptional and extraordinary items and tax (III - IV) | | 1,448.97 | 472.44 | (179.12) |
| VI. Exceptional items & Extraordinary Items -Prior Period Items- Provision for expenses | | - | - | - |
| VII. Profit before tax (V- VI) | | 1,448.97 | 472.44 | (179.12) |
| VIII. Tax expense: | | | | |
| MAT credit entitlement | | - | - | - |
| Current Tax | | 355.70 | 56.83 | - |
| Taxes for earlier year | | - | - | 32.32 |
| Deferred Tax | | 9.28 | 2.23 | 88.61 |
| Total Tax Expense | | 364.98 | 59.06 | 120.94 |
| IX . Profit (Loss) for the period (VII-VIII) | | 1,083.99 | 413.38 | (300.05) |
| X. Earnings per equity share: | | | | |
| (1) Basic | | 14.74 | 5.63 | (4.09) |
| (2) Diluted | | 14.73 | 5.63 | (4.09) |

The accompanying significant accounting policies and explanatory notes on accounts 1 - 28 are integral part of financial statements

As per our report of even date

For & or behalf of Directors

For Jay Gupta & Associates
(Erstwhile Gupta Agarwal & Associates)
Chartered Accountants
FRN No. 329001E

Sd/-
Rupal Sanjay Mandavia
Managing Director & CFO
DIN: 02275347

Sd/-
Mitul Natwarlal Mandavia
Director
DIN: 10505115

Sd/-
Jay Shanker Gupta
Partner
Membership no. 059535
Place : Kolkata
Date : July 19, 2024

Sd/-
Robbin
Company Secretary & Compliance Officer

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED

KILLA NO: 13/3/2/2 I-18,3/1/1 I-17

BEGAMPUR KHATOLA, GURGAON 122001

HARYANA

Annexure-III

RESTATED CASH FLOW STATEMENT

| PARTICULARS | For the year ended 31.03.2024 | For the year ended 31.03.2023 | For the year ended 31.03.2022 |
|---|----------------------------------|----------------------------------|----------------------------------|
| A CASH FLOW FROM OPERATING ACTIVITIES: | | | |
| Net Profit before tax | 1,448.97 | 472.44 | (179.12) |
| Prior Period Items | - | - | (17.83) |
| Depreciation & Amortisation | 72.53 | 84.59 | 110.61 |
| Interest Paid | 40.34 | 26.72 | 49.46 |
| Gain on Sale of PPE | (1.14) | - | - |
| Interest Income | (32.57) | (2.53) | (0.87) |
| Operating Profit before Working Capital Changes | 1,528.13 | 581.23 | (37.75) |
| Adjusted for: | | | |
| Trade receivables | (199.21) | (225.70) | (35.36) |
| Short Term Loans & Advances | (870.60) | 611.52 | (147.20) |
| Other Current Assets | (224.99) | (18.85) | 8.34 |
| Trade Payable | (3.95) | (111.21) | 66.03 |
| Other Current Liabilities | (24.25) | 297.14 | 263.30 |
| Short term provision | 323.64 | 56.99 | (41.77) |
| | (999.35) | 609.88 | 113.35 |
| Cash generated/(used) From Operations | 528.79 | 1,191.11 | 75.61 |
| Income Tax adjustments | 355.70 | 56.83 | 32.32 |
| Net Cash generated/(used in) from Operating Activities (A) | 173.08 | 1,134.29 | 43.28 |
| B CASH FLOW FROM INVESTING ACTIVITIES: | | | |
| (Purchase)/Sale of Fixed Assets | (477.64) | (54.41) | - |
| Increase/(Decrease) in Non-Current Investments | (651.60) | - | - |
| Increase/(Decrease) in Other Non-Current Assets | (160.00) | (14.85) | 74.00 |
| Loss/Gain on sale of PPE | 1.14 | - | - |
| Interest Received | 32.57 | 2.53 | 0.87 |
| Net Cash used in Investing Activities (B) | (1,255.53) | (66.73) | 74.87 |
| C CASH FLOW FROM FINANCING ACTIVITIES: | | | |
| Increase in share capital | 5.67 | - | - |
| Increase in share premium | 1,193.17 | - | - |
| Increase in share Application Money | 440.36 | - | - |
| Net Proceeds from long term borrowing | 14.89 | (462.33) | (203.42) |
| Increase/(Decrease) in Non-Current liabilities | 1.61 | 2.65 | 9.86 |
| Net Proceeds from short term borrowing | 45.56 | (35.74) | 95.01 |
| Finance Cost | (40.34) | (26.72) | (49.46) |
| Net Cash used in Financing Activities (C) | 1,660.92 | (522.15) | (148.01) |
| Net Increase/(Decrease) in Cash and Cash Equivalents | 578.48 | 545.40 | (29.85) |
| Cash and Cash Equivalents at the beginning of the year | 558.93 | 13.53 | 43.38 |
| Cash and Cash Equivalents at the end of the year | 1,137.41 | 558.93 | 13.53 |

Note :-

1. Components of Cash & Cash Equivalent

| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 | For the year ended 31.03.2022 |
|------------------------|----------------------------------|----------------------------------|----------------------------------|
| a. Balances with banks | 1,036.40 | 492.34 | 12.37 |
| b. FD with banks | - | - | - |
| c. Cash in hand | 101.01 | 66.59 | 1.16 |
| Total | 1,137.41 | 558.93 | 13.53 |

2. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.

3. Figures in Brackets represents outflow.

The accompanying significant accounting policies and explanatory notes on accounts 1 - 28 are integral part of financial statements

As per our report of even date

For & or behalf of Directors

For Jay Gupta & Associates
(Erstwhile Gupta Agarwal & Associates)
Chartered Accountants
FRN No. 329001E

Sd/-
Rupal Sanjay Mandavia
Managing Director & CFO
DIN: 02275347

Sd/-
Mitul Natwarlal Mandavia
Director
DIN: 10505115

Sd/-
Jay Shanker Gupta
Partner
Membership no. 059535
Place : Kolkata
Date : July 19, 2024

Sd/-
Robbin
Company Secretary & Compliance Officer

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
KILLA NO: 13/3/2/2 I-18,3/1/1 I-17
BEGAMPUR KHATOLA, GURGAON 122001
HARYANA

Annexure-IV

CORPORATE INFORMATION

The Company is a Public Limited Company incorporated in the state of Haryana under the Companies Act, 2013 in name and style of "FLYWINGS SIMULATOR AND TRAINING CENTRE PRIVATE LIMITED" vide certificate of incorporation dated June 16th, 2011, bearing Corporate Identity Number: U80903MH2011PTC218715 issued by the Registrar of Companies, Haryana. It was converted to public company vide certificate of conversion dated 29th May, 2024. The company is involved in providing one stop solution for various trainings related to aviation sector including pilot training, cabin crew training, flight deck training etc.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

- (a) The financial statements are prepared in accordance with Generally Accepted Accounting Principles (Indian GAAP) under the historical cost convention on accrual basis and on principles of going concern. The accounting policies are consistently applied by the Company.
- (b) The financial statements are prepared to comply in all material respects with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and provisions of Companies Act, 2013.
- (c) The preparation of the financial statements require estimates and assumptions to be made that affect the reported amounts of assets and liabilities as on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialize.

1.2 Revenue Recognition

- (a) The company generally follows the mercantile system of accounting and recognizes Income & Expenditure on accrual basis.
- (b) Revenue is recognised to the extent that it is possible that, the economic benefits will flow to the company and the revenue can be reliably estimated and collectability is reasonably assured.
- (c) Revenue from sale of services are recognised when control of the services are provided to our customer and then there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of delivery or upon formal customer acceptance depending on customer terms.
- (d) Revenue is measured on the basis of sale price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and service tax etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.
- (e) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.3 Property, Plant & Equipment and Intangible Assets & Depreciation

- (a) Property, Plant and Equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use.
- (b) Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the statement of profit and loss during the period in which they are incurred.
- (c) Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of property, plant and equipment and are recognised in the statement of profit and loss when the same is derecognised.
- (d) Depreciation is calculated on pro rata basis on written down value method (WDV) based on estimated useful Life as prescribed under Part C of Schedule - II of the Companies Act, 2013. Freehold land is not depreciated.
- (e) Intangible asset purchased are initially measured at cost. The cost of an intangible assets comprises its purchase price including duties and taxes and any costs directly attributable to making the assets ready for their intended use. The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their estimated useful lives.

1.4 Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which is determined by the present value of the estimated future cash flows.

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
KILLA NO: 13/3/2/2 I-18,3/1/1 I-17
BEGAMPUR KHATOLA, GURGAON 122001
HARYANA

1.5 Investments

Investments shall be classified as long-term investments and shall be stated at cost. Provision shall be made to recognize any diminution other than temporary in the value of such investments. Current investments shall be carried at lower of cost and fair value.

1.6 Inventories

Being a Service based sector, the company does not maintain any inventory.

1.7 Employee Benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services.

Provision for Gratuity has been considered as per Actuarial valuation report.

Leave encashment to the employees are accounted for as & when the same is claimed by eligible employees.

1.8 Borrowing Costs

(a) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.

(b) Other Borrowing costs are recognized as expense in the period in which they are incurred.

1.9 Taxes on Income

Tax expense comprises of current tax and deferred tax.

Current income tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws.

Deferred Tax arising on account of "timing differences" and which are capable of reversal in one or more subsequent periods is recognized, using the tax rates and tax laws that are enacted or substantively enacted. Deferred tax asset is recognized only to the extent there is reasonable certainty with respect to reversal of the same in future years as a matter of prudence.

1.10 Earning per share (EPS)

(a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

(b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.11 Prior Period Items

Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed in financial statements if any.

1.12 Provisions/Contingencies

(a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

(b) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

(c) A Contingent Asset is not recognized in the Accounts.

1.13 Segment Reporting

A. Business Segments :

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment which is engaged in business of providing Training relating safety and hospitality in India. Accordingly, the figures appearing in these financial statements relate to the Company's single Business Segment.

B. Geographical Segments

The Company activities / operations are confined to India and as such there is only one geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's single geographical segment.

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1.14 Foreign Currency Transactions

Foreign exchange transactions are recorded at the rate prevailing on the date of respective transaction. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction. Exchange differences arising on foreign exchange transactions settled during the year and on restatement as at the balance sheet date are recognized in the statement of profit and loss for the year.

1.15 Balance Confirmations

Balance of Debtors & Creditors & Loans & advances Taken & giving are subject to confirmation and subject to consequential adjustments, if any. Debtors & creditors balance has been shown separately and the advances received and paid from/to the parties is shown as advance from customer and advance to suppliers.

1.16 Regrouping

Previous years figures have been regrouped and reclassified wherever necessary to match with current year grouping and classification.

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ANNEXURE TO NOTE: 1.7

EMPLOYEE BENEFITS

I. Defined contribution plans

The Company has classified the various benefits provided to employees as under:

- a. Employee State Insurance Fund
- b. Employee Provident Fund

The expense recognised during the period towards defined contribution plan -

(Amount in Lakhs, Unless Otherwise Stated)

| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 | For the year ended 31.03.2023 |
|--|----------------------------------|----------------------------------|----------------------------------|
| Employers Contribution to Employee State Insurance | - | - | - |
| Employers Contribution to Employee Provident Fund | - | - | - |

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 of INR 20,00,000/-.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

(Amount in Lakhs, Unless Otherwise Stated)

| Defined benefit plans | For the year ended 31.03.2024 | For the year ended 31.03.2023 | For the year ended 31.03.2023 |
|---|----------------------------------|----------------------------------|----------------------------------|
| | Gratuity (Unfunded) | Gratuity (Unfunded) | Gratuity (Unfunded) |
| I Expenses recognised in statement of profit and loss during the year: | | | |
| Current service cost | 2.40 | 2.22 | 1.25 |
| Past service cost | 13.62 | 10.81 | 9.55 |
| Expected return on plan assets | - | - | - |
| Net interest cost / (income) on the net defined benefit liability / (asset) | 1.01 | 0.75 | - |
| Immediate Recognition of (Gain)/Losses | (1.53) | (0.15) | - |
| Loss (gain) on curtailments | | | |
| Total expenses included in Employee benefit expenses | 15.49 | 13.62 | 10.81 |
| Discount Rate as per para 78 of AS 15 R (2005) | 7.21% | 7.42% | 7.42% |
| II Net asset /(liability) recognised as at balance sheet date: | | | |
| Present value of defined benefit obligation | 15.49 | 13.62 | |
| Fair value of plan assets | - | - | - |
| Funded status [surplus/(deficit)] | (15.49) | (13.62) | - |
| III Movements in present value of defined benefit obligation | | | |
| Present value of defined benefit obligation at the beginning of the year | 13.62 | 10.81 | - |
| Current service cost | 2.40 | 2.22 | 1.25 |
| Past service cost | - | - | 9.55 |
| Interest cost | 1.01 | 0.75 | - |
| Actuarial (gains) / loss | (1.53) | (0.15) | - |
| Benefits paid | - | - | - |
| Present value of defined benefit obligation at the end of the year | 15.49 | 13.62 | 10.81 |
| Classification | | | |
| Current liability | 1.38 | 1.11 | 0.95 |
| Non-current liability | 14.12 | 12.51 | 9.86 |

V Sensitivity analysis method

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.

VI Actuarial assumptions:

(Amount in Lakhs, Unless Otherwise Stated)

| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 | For the year ended 31.03.2023 |
|----------------------------------|-------------------------------|-------------------------------|-------------------------------|
| Expected Return on Plan Assets | NA | NA | NA |
| Discount rate | 7.21% | 7.42% | 7.42% |
| Expected rate of salary increase | 8.00% | 8.00% | 8.00% |
| Mortality Rate During Employment | IALM 2012-14 | IALM 2012-14 | IALM 2012-14 |
| Retirement age | 60 | 60 | 60 |

Notes:

- The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.
- The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Annexure To Note: 1.14**Foreign Currency Transactions**

| Particulars | Currency | For the year ended 31.03.2024 | For the year ended 31.03.2023 | For the year ended 31.03.2023 |
|--|----------|-------------------------------|-------------------------------|-------------------------------|
| <u>Expense in Foreign Currency</u> | | | | |
| Training Fees, Spare Parts and Repairs | USD | 1,08,372.00 | 1,49,522.00 | 34,786.95 |
| Training Fees, Spare Parts and Repairs (Equivalent INR in Lakhs) | INR | 106.35 | 133.49 | 25.96 |
| Training Fees, Spare Parts and Repairs | Euro | 22,538.00 | 7,492.00 | - |
| Training Fees, Spare Parts and Repairs (Equivalent INR in Lakhs) | INR | 19.99 | 6.36 | |
| <u>Income in Foreign Currency</u> | | | | |
| Revenue from Services | USD | 5,263.13 | 9,133.75 | 13,145.10 |
| Revenue from Services (Equivalent INR in Lakhs) | INR | 4.34 | 7.19 | 9.88 |

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NOTES TO RESTATED FINANCIAL INFORMATION

NOTE 2

SHARE CAPITAL

Annexure-V

| Particulars | Amount (Rs. In Lakhs) | | |
|--|-----------------------|------------------|------------------|
| | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
| Authorised | | | |
| 50,000 Equity Shares of Rs. 10/- each fully paid up | - | 5.00 | 5.00 |
| 1,20,00,000 Equity Shares of Rs. 10/- each fully paid up | 1,200.00 | - | - |
| | 1,200.00 | 5.00 | 5.00 |
| Issued, Subscribed & Fully Paid-up | | | |
| 10000 Equity Shares of Rs. 10/- each fully paid up | 1.00 | 1.00 | 1.00 |
| Add: 56660 Equity Shares of Rs 10/- each fully paid up | 5.67 | - | - |
| Total | 6.67 | 1.00 | 1.00 |

NOTE 2A : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Amount (Rs. In Lakhs)

| Particulars | As at 31.03.2024 | | As at 31.03.2023 | | As at 31.03.2022 | |
|--|------------------|-------------|------------------|-------------|------------------|-------------|
| | No. of Shares | Amount | No. of Shares | Amount | No. of Shares | Amount |
| Shares outstanding at the beginning of the year | 10,000 | 1.00 | 10,000 | 1.00 | 10,000 | 1.00 |
| Shares split during the year | - | - | - | - | - | - |
| Shares Issued during the year for a consideration in cash | 56,660 | 5.67 | - | - | - | - |
| Shares Issued during the year for a consideration other than in cash | - | - | - | - | - | - |
| Shares outstanding at the end of the year | 66,660 | 6.67 | 10,000 | 1.00 | 10,000 | 1.00 |

Notes:

- a. The company was incorporated on 16-06-2011 with a paid up capital of 10,000 Shares of Rs. 10 each amounting to Rs. 1,00,000
- b. The share capital of the Company was increased from 10,000 equity shares of Rs. 10 each to 66,660 Equity Shares of Rs. 10 each by making a rights issue of 50,000 shares at an issue price of Rs. 200 each including securities premium Rs. 190 each vide resolution dated 06-01-2024 & 4,601 fresh Equity Shares of Rs. 10/- each at an issue price of Rs. 16,499 (including premium) each vide resolution dated 22-01-2024 and another fresh Issue of 2,059 Equity shares of Rs. 10/- each at an issue price of Rs 16,499 (including premium) each vide resolution dated 29-01-2024.
- c. The authorized share capital of the company was increased from 50,000 equity shares of Rs. 10/- each, to 50,00,000 equity shares of Rs. 10/- each vide board resolution dated 25th November 2023 and a further increase to 120,00,000 shares of 10/- each vide boards resolution dated 4th March, 2024
- d. The company issued 2388 equity shares of Rs. 10/- each by way of Private Placement at an issue price of Rs. 16,499 (including premium) on 22.04.2024 and also issued 75,95,280 equity shares of Rs. 10/- each as bonus shares in the ratio of 110:1 (i.e. 110 (One Hundred and Ten) Fully paid Bonus Shares of Rs.10/- each will be allotted against the holding of 1 (One) equity shares of the Company) vide EGM resolution passed on 17.05.2024 (i.e. after the period considered this is Restated Financial Statement).

NOTE 2B: Term/rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs 10 per share. Holder of each equity share is entitled to one vote. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of shareholders at the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution to equity shareholders will be in proportion to the number of equity shares held by the shareholders.

NOTE 2C: Shares held by Promoters

| Promoter Name | As at 31.03.2024 | | As at 31.03.2023 | | As at 31.03.2022 | |
|-----------------------|---------------------|-------------------|---------------------|-------------------|---------------------|-------------------|
| | No. of Shares | % of Total Shares | No. of Shares | % of Total Shares | No. of Shares | % of Total Shares |
| | Face Value Rs. 10/- | | Face Value Rs. 10/- | | Face Value Rs. 10/- | |
| Rupal Sanjay Mandavia | 60,000 | 90.01% | 9,100 | 100.00% | 9,100 | 100.00% |
| Total | 60,000 | 90.01% | 9,100 | 100.00% | 9,100 | 100.00% |

NOTE 2D: The Details of shareholding holding more than 5%

| Promoter Name | As at 31.03.2024 | | As at 31.03.2023 | | As at 31.03.2022 | |
|---------------------------|---------------------|-------------------|---------------------|-------------------|---------------------|-------------------|
| | No. of Shares | % of Total Shares | No. of Shares | % of Total Shares | No. of Shares | % of Total Shares |
| | Face Value Rs. 10/- | | Face Value Rs. 10/- | | Face Value Rs. 10/- | |
| Rupal Sanjay Mandavia | 60,000 | 90.01% | 9,100 | 91.00% | 9,100 | 91.00% |
| Sanjay Natvarlal Mandavia | - | - | 900 | 9.00% | 900 | 9.00% |
| Total | 60,000 | 90.01% | 10,000 | 100.00% | 10,000 | 100.00% |

NOTE 3

RESERVE & SURPLUS

Annexure-VI

| Particulars | Amount (Rs. In Lakhs) | | |
|--|-----------------------|------------------|------------------|
| | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
| Securities Premium | | | |
| Balance at the beginning of the reporting period | - | - | - |
| Add: Addition during the year | 1,193.17 | - | - |
| Balance at the end of the reporting period | 1,193.17 | - | - |
| Surplus/(Deficit) in Statement of Profit & Loss | | | |
| Opening balance | 104.15 | (309.23) | 8.65 |
| Add/(Less): Net Profit/(Net Loss) for the current year | 1,083.99 | 413.38 | (300.05) |
| Gratuity Expenses of earlier years | - | - | (9.55) |
| Add/(Less): Prior period Items | - | - | (8.28) |
| Closing Balance | 1,188.14 | 104.15 | (309.23) |
| Total | 2,381.30 | 104.15 | (309.23) |

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NOTES TO RESTATED FINANCIAL INFORMATION

| Annexure-VII | | | |
|--|------------------|------------------|------------------|
| Amount (Rs. In Lakhs) | | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
| NOTE 4 | | | |
| LONG TERM BORROWINGS | | | |
| (a) Secured Loan | | | |
| a) Term loans from Bank | 540.85 | 100.85 | 130.63 |
| (b) Unsecured Loans | | | |
| From Banks/ NBFC's | 18.23 | 30.92 | 93.92 |
| From Directors and related parties | 268.31 | 635.17 | 1,040.47 |
| Total | 827.39 | 766.94 | 1,265.01 |
| Less: Current Maturities of Long Term Debts (Refer Note No. 6) | 104.83 | 59.27 | 95.01 |
| Total | 722.57 | 707.67 | 1,170.00 |
| NOTE 5 | | | |
| Long Term Provisions | | | |
| Annexure-VIII | | | |
| Amount (Rs. In Lakhs) | | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
| Provision for gratuity | 14.12 | 12.51 | 9.86 |
| Total | 14.12 | 12.51 | 9.86 |
| NOTE 6 | | | |
| SHORT TERM BORROWINGS | | | |
| Annexure-IX | | | |
| Amount (Rs. In Lakhs) | | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
| Unsecured Loan: | | | |
| Current maturities of Long term borrowings (Refer Note No. 4) | 104.83 | 59.27 | 95.01 |
| Total | 104.83 | 59.27 | 95.01 |
| NOTE 7 | | | |
| TRADE PAYABLES | | | |
| Annexure-X | | | |
| Amount (Rs. In Lakhs) | | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
| Trade Payables- Due to MSME | 8.12 | 4.73 | 3.39 |
| Trade Payables- Due to Other than MSME | 26.87 | 34.20 | 146.75 |
| Total | 34.99 | 38.93 | 150.14 |
| Trade Payables ageing schedule | | | |
| MSME | | | |
| Less than 1 year | 6.96 | 4.73 | 3.39 |
| 1-2 years | 1.16 | - | - |
| 2-3 years | - | - | - |
| More than 3 years | - | - | - |
| Others | | | |
| Less than 1 year | 19.23 | 29.06 | 53.78 |
| 1-2 years | - | 2.25 | 29.09 |
| 2-3 years | - | - | - |
| More than 3 years | 7.64 | 2.89 | 63.89 |
| Disputed Dues- MSME | | | |
| Less than 1 year | - | - | - |
| 1-2 years | - | - | - |
| 2-3 years | - | - | - |
| More than 3 years | - | - | - |
| Disputed Dues - Others | | | |
| Less than 1 year | - | - | - |
| 1-2 years | - | - | - |
| 2-3 years | - | - | - |
| More than 3 years | - | - | - |
| Total | 34.99 | 38.93 | 150.14 |
| NOTE 8 | | | |
| OTHER CURRENT LIABILITIES | | | |
| Annexure-XI | | | |
| Amount (Rs. In Lakhs) | | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
| Other Payables | | | |
| Advance from Customers - Crew, Trainee, Pilots etc. | 507.11 | 568.26 | 308.33 |
| Salary Payable | 6.62 | 7.06 | 5.73 |
| Statutory Due payables | | | |
| TDS & TCS Payable | 28.84 | 35.62 | 2.68 |
| PF & ESI, Ptax Payable | 0.09 | 0.09 | 0.09 |
| Other Payables | 53.03 | 8.91 | 5.96 |
| TOTAL | 595.68 | 619.93 | 322.79 |

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NOTES TO RESTATED FINANCIAL INFORMATION

| NOTE 9 | | Annexure-XII | | |
|------------------------------|------------------|------------------------------|------------------|--|
| SHORT TERM PROVISIONS | | Amount (Rs. In Lakhs) | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| Provision For Others: | | | | |
| Provision for Income Tax | 412.53 | 89.15 | 32.32 | |
| Provision for Gratuity | 1.38 | 1.11 | 0.95 | |
| Total | 413.90 | 90.26 | 33.27 | |

| NOTE 10 | | Annexure-XIII | | |
|---|------------------|------------------------------|------------------|--|
| PROPERTY, PLANT & EQUIPMENTS AND INTANGIBLE ASSETS | | Amount (Rs. In Lakhs) | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| Property, Plant & Equipments | 895.42 | 490.31 | 520.50 | |
| Total | 895.42 | 490.31 | 520.50 | |

| NOTE 11 | | Annexure-XIV | | |
|----------------------------------|------------------|------------------------------|------------------|--|
| NON-CURRENT INVESTMENTS | | Amount (Rs. In Lakhs) | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| Investment in Property | | | | |
| -Flat No 1101, World Spa Gurgaon | 651.60 | - | - | |
| Total | 651.60 | - | - | |

| NOTE 12 | | Annexure-XV | | |
|---------------------------------|------------------|------------------------------|------------------|--|
| OTHER NON CURRENT ASSETS | | Amount (Rs. In Lakhs) | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| Security Deposits | 27.74 | 27.74 | 27.89 | |
| Fixed Deposits with Bank | 186.00 | 26.00 | 11.00 | |
| Total | 213.74 | 53.74 | 38.89 | |

| NOTE 13 | | Annexure-XVI | | |
|---------------------------------|------------------|------------------|------------------|--|
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| Deferred Tax Assets/Liabilities | 2.76 | 12.04 | 14.28 | |
| Total | 2.76 | 12.04 | 14.28 | |

| NOTE 14 | | Amount (Rs. In Lakhs) | | |
|--|------------------|-----------------------|------------------|--|
| TRADE RECEIVABLES | | Annexure-XVII | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| (a) Secured, considered good | 444.52 | 245.31 | 19.61 | |
| (b) Unsecured, considered good | - | - | - | |
| (c) Doubtful | - | - | - | |
| Total | 444.52 | 245.31 | 19.61 | |
| Trade Receivable Ageing Schedule | | | | |
| Undisputed Trade receivables — considered good | | | | |
| Less than 6 months | 412.38 | 137.14 | 14.98 | |
| 6 months - 1 year | 28.87 | 103.55 | - | |
| 1-2 years | 3.26 | - | 0.84 | |
| 2-3 years | - | 0.84 | - | |
| More than 3 years | - | 3.79 | 3.79 | |
| Undisputed Trade Receivables — considered doubtful | | | | |
| Less than 6 months | - | - | - | |
| 6 months - 1 year | - | - | - | |
| 1-2 years | - | - | - | |
| 2-3 years | - | - | - | |
| More than 3 years | - | - | - | |
| Disputed Trade Receivables considered good | | | | |
| Less than 6 months | - | - | - | |
| 6 months - 1 year | - | - | - | |
| 1-2 years | - | - | - | |
| 2-3 years | - | - | - | |
| More than 3 years | - | - | - | |
| Disputed Trade Receivables considered doubtful | | | | |
| Less than 6 months | - | - | - | |
| 6 months - 1 year | - | - | - | |
| 1-2 years | - | - | - | |
| 2-3 years | - | - | - | |
| More than 3 years | - | - | - | |
| Total | 444.52 | 245.31 | 19.61 | |

| NOTE 15 | | Amount (Rs. In Lakhs) | | |
|---|------------------|-----------------------|------------------|--|
| CASH AND CASH EQUIVALENTS | | Annexure-XVIII | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| Balances with Banks | 1,036.40 | 492.34 | 12.37 | |
| Cash on Hand (As certified by management) | 101.01 | 66.59 | 1.16 | |
| Total | 1,137.41 | 558.93 | 13.53 | |

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NOTE 16 Amount (Rs. In Lakhs)
SHORT TERM LOANS AND ADVANCES Annexure-XIX

| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
|--|------------------|------------------|------------------|
| Advance Recoverable in Cash or Kind | | | |
| Unsecured & Considered good | | | |
| Advances to related parties | 650.14 | 40.47 | 494.65 |
| Advance paid to suppliers | 128.00 | 182.07 | 339.42 |
| Advances for capital asset | 315.00 | - | - |
| Total | 1,093.14 | 222.54 | 834.06 |

NOTE 17 Amount (Rs. In Lakhs)
OTHER CURRENT ASSETS Annexure-XX

| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
|--|------------------|------------------|------------------|
| Balance with revenue authorities | 237.80 | 48.23 | 30.21 |
| Customs Duty | - | - | 1.05 |
| Interest accrued on fixed deposits with bank | 6.38 | 2.33 | 0.69 |
| Interest accrued on loans and advances | 31.27 | - | - |
| Other Current Assets | 0.38 | 0.29 | 0.04 |
| Total | 275.83 | 50.85 | 31.99 |

NOTE 18 Amount (Rs. In Lakhs)
REVENUE FROM OPERATIONS Annexure-XXI

| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
|------------------------------|------------------|------------------|------------------|
| Sale of Services | | | |
| Cabin crew practise session | 2,044.19 | 893.26 | 110.11 |
| Classroom session | 5.69 | 2.13 | 0.38 |
| Flight Deck practice session | 170.41 | 142.26 | 33.18 |
| Total | 2,220.28 | 1,037.65 | 143.67 |

Note: Revenue from Operation for the F.Y. 2022-23 includes Unbilled Revenue of Rs. 50.00 Lakhs which was subsequently reversed during F.Y. 2023-24 upon issue of original invoice

NOTE 19 Amount (Rs. In Lakhs)
OTHER INCOME Annexure-XXII

| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
|---|------------------|------------------|------------------|
| Recurring and Related to Business: | | | |
| Interest Income | 32.57 | 2.53 | 0.87 |
| Interest on Fixed Deposit | 3.24 | 3.33 | 0.77 |
| Gain on Sale of PPE | 1.14 | - | - |
| Other Income | 0.70 | - | - |
| Forex Gain | 1.87 | - | - |
| Non-Recurring and Related to Business: | | | |
| Other non-operating Income | - | - | 0.68 |
| Total | 39.53 | 5.86 | 2.32 |

NOTE 20 Amount (Rs. In Lakhs)
EMPLOYEES BENEFIT EXPENSE Annexure-XXIII

| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
|-------------------------|------------------|------------------|------------------|
| Salaries, Wages & Bonus | 112.19 | 67.76 | 23.02 |
| Director's Remuneration | 49.00 | 24.00 | 8.87 |
| Gratuity Expenses | 1.88 | 2.81 | 1.25 |
| Total | 163.07 | 94.58 | 33.14 |

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
KILLA NO: 13/3/2/2 I-18,3/1/1 I-17
BEGAMPUR KHATOLA, GURGAON 122001
HARYANA

NOTES TO RESTATED FINANCIAL INFORMATION

| NOTE 21 | | Amount (Rs. In Lakhs) | | |
|---|------------------|------------------------------|------------------|--|
| FINANCE COST | | Annexure-XXIV | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| Interest Expense | | | | |
| Bank & Other Finance Charges | 1.72 | 2.80 | 2.07 | |
| Interest on Loans | 38.62 | 23.93 | 47.39 | |
| Total | 40.34 | 26.72 | 49.46 | |
| NOTE 10 | | | | |
| DEPRECIATION & AMORTIZATION EXPENSE | | Amount (Rs. In Lakhs) | | |
| | | Annexure-XXV | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| Depreciation on Property, Plant & Equipment and Intangible assets | 72.53 | 84.59 | 110.61 | |
| Total | 72.53 | 84.59 | 110.61 | |
| NOTE 22 | | | | |
| OTHER EXPENSES | | Amount (Rs. In Lakhs) | | |
| | | Annexure-XXVI | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| Consumables Expenses | 14.74 | 2.14 | 0.06 | |
| Insurance Expenses | 18.50 | 1.17 | 0.91 | |
| Rent | 66.00 | 54.00 | 42.00 | |
| Hotel accomodation charges | 81.86 | - | 4.54 | |
| Training Fees | 50.47 | 114.28 | - | |
| Water Expenses | 6.72 | 3.87 | - | |
| Legal and Professional Fees | 29.65 | 5.84 | 13.89 | |
| Audit fees | 2.00 | 1.00 | 0.50 | |
| Advertising Expense | - | 0.36 | 0.05 | |
| Balance written off | 94.25 | 15.67 | 0.78 | |
| Bad debts | 0.16 | 0.99 | - | |
| Housekeeping Expenses | - | - | 3.53 | |
| Internet Expenses | 0.22 | - | 1.10 | |
| Electricity Expenses | 3.84 | - | 1.26 | |
| Forex Loss | - | 9.76 | 0.34 | |
| Office Expenses | 58.53 | 56.76 | 7.06 | |
| Repair & Maintenance Expenses | 45.95 | 46.09 | 33.87 | |
| Vehicle Running & Maintenance | - | - | - | |
| Customs Duty Charge | 0.13 | 2.01 | - | |
| Other Interest | 8.04 | - | 0.71 | |
| Other Expense | 7.34 | - | 9.97 | |
| Telephone Expenses | 0.04 | - | 0.29 | |
| Reimbursement of expenses | 1.01 | - | 0.15 | |
| Rent, Rate and Taxes | 12.29 | 14.33 | 0.05 | |
| Security Services | - | - | 4.27 | |
| Donation Expenses | 0.85 | - | - | |
| Travelling and Conveyance Expenses | 32.30 | 36.91 | 6.53 | |
| Round off | - | - | 0.02 | |
| Total | 534.89 | 365.18 | 131.89 | |
| *Details of Payment to Auditors | | | | |
| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | |
| Details of Payments to Auditor | | | | |
| Statutory Audit Fees | 2.00 | 1.00 | 0.50 | |
| Total | 2.00 | 1.00 | 0.50 | |

FLYWINGS SIMULTAOR TRAINING CENTRE LIMITED

**NOTE 10
PROPERTY, PLANT & EQUIPMENTS**

Note to Annexure-XIII

As on 31.03.2024

| Particulars | GROSS BLOCK | | | DEPRECIATION | | | | NET BLOCK | | |
|------------------------|-----------------|---------------|--------------|-----------------|---------------|--------------|------------|---------------|---------------|---------------|
| | As at | Additions | Disposal | As at | As at | For the | Adjustment | As at | As at | |
| | 01.04.2023 | | | 31.03.2024 | 01.04.2023 | Year | | 31.03.2024 | 31.03.2024 | 31.03.2023 |
| Tangible Assets | | | | | | | | | | |
| Plant & Machinery* | 992.79 | 498.64 | 20.99 | 1,470.44 | 632.58 | 63.54 | - | 696.12 | 774.32 | 360.22 |
| Electrical Fittings | 2.25 | - | - | 2.25 | 2.06 | 0.03 | - | 2.09 | 0.17 | 0.20 |
| Computers | 22.58 | - | - | 22.58 | 20.42 | 1.01 | - | 21.44 | 1.14 | 2.16 |
| Motor Vehicle | 0.59 | - | - | 0.59 | 0.50 | 0.02 | - | 0.52 | 0.07 | 0.09 |
| Office Equipments | 15.89 | - | - | 15.89 | 12.81 | 1.20 | - | 14.01 | 1.88 | 3.08 |
| Building | 183.33 | - | - | 183.33 | 62.94 | 5.71 | - | 68.65 | 114.68 | 120.39 |
| Furniture & Fixture | 23.35 | - | - | 23.35 | 19.17 | 1.02 | - | 20.18 | 3.17 | 4.18 |
| Total | 1,240.78 | 498.64 | 20.99 | 1,718.42 | 750.47 | 72.53 | - | 823.00 | 895.42 | 490.31 |

*The additions made to Plant & Machinery on February 28, 2024 amounting to Rs. 498.64 Lakhs were not put to use till March 31, 2024, hence no depreciation has been charged on such assets.

As on 31.03.2023

| Particulars | GROSS BLOCK | | | DEPRECIATION | | | | NET BLOCK | | |
|------------------------|-----------------|--------------|----------|-----------------|---------------|--------------|------------|---------------|---------------|---------------|
| | As at | Additions | Disposal | As at | As at | For the | Adjustment | As at | As at | |
| | 01.04.2022 | | | 31.03.2023 | 01.04.2022 | Year | | 31.03.2023 | 31.03.2023 | 31.03.2022 |
| Tangible Assets | | | | | | | | | | |
| Plant & Machinery | 941.89 | 50.90 | - | 992.79 | 560.69 | 71.89 | - | 632.58 | 360.22 | 381.20 |
| Electrical Fittings | 2.25 | - | - | 2.25 | 2.01 | 0.04 | - | 2.06 | 0.20 | 0.24 |
| Computers | 22.53 | 0.05 | - | 22.58 | 15.72 | 4.71 | - | 20.42 | 2.16 | 6.82 |
| Motor Vehicle | 0.59 | - | - | 0.59 | 0.47 | 0.03 | - | 0.50 | 0.09 | 0.12 |
| Office Equipments | 13.48 | 2.41 | - | 15.89 | 11.89 | 0.92 | - | 12.81 | 3.08 | 1.59 |
| Building | 183.33 | - | - | 183.33 | 56.94 | 5.99 | - | 62.94 | 120.39 | 126.38 |
| Furniture & Fixture | 22.30 | 1.05 | - | 23.35 | 18.16 | 1.01 | - | 19.17 | 4.18 | 4.14 |
| Total | 1,186.37 | 54.41 | - | 1,240.78 | 665.87 | 84.59 | - | 750.47 | 490.31 | 520.50 |

As on 31.03.2022

| Particulars | GROSS BLOCK | | | DEPRECIATION | | | | NET BLOCK | | |
|------------------------|-----------------|-----------|----------|-----------------|---------------|---------------|------------|---------------|---------------|---------------|
| | As at | Additions | Disposal | As at | As at | For the year | Adjustment | As at | As at | |
| | 01.04.2021 | | | 31.03.2022 | 01.04.2021 | | | 31.03.2022 | 31.03.2022 | 31.03.2021 |
| Tangible Assets | | | | | | | | | | |
| Plant & Machinery | 941.89 | - | - | 941.89 | 473.79 | 86.90 | - | 560.69 | 381.20 | 468.10 |
| Electrical Fittings | 2.25 | - | - | 2.25 | 1.95 | 0.07 | - | 2.01 | 0.24 | 0.31 |
| Computers | 22.53 | - | - | 22.53 | 0.56 | 15.16 | - | 15.72 | 6.82 | 21.97 |
| Motor Vehicle | 0.59 | - | - | 0.59 | 0.43 | 0.04 | - | 0.47 | 0.12 | 0.16 |
| Office Equipments | 13.48 | - | - | 13.48 | 10.74 | 1.15 | - | 11.89 | 1.59 | 2.74 |
| Building | 183.33 | - | - | 183.33 | 50.65 | 6.29 | - | 56.94 | 126.38 | 132.68 |
| Furniture & Fixture | 22.30 | - | - | 22.30 | 17.14 | 1.02 | - | 18.16 | 4.14 | 5.16 |
| Total | 1,186.37 | - | - | 1,186.37 | 555.26 | 110.61 | - | 665.87 | 520.50 | 468.10 |

FLYWINGS SIMULTAOR TRAINING CENTRE LIMITED

Address: KILLA NO: 13/3/2/2 I-18,3/1/1 I-17

BEGAMPUR KHATOLA, GURGAON 122001

HARYANA

CIN: U80903MH2011PTC218715

STATEMENT OF PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY

| Name of Lender/Fund | Nature of Facility | Date of Issue | Sanctioned Amount (Rs. In Lakhs) | Securities offered | Repayment Period | Rate of Interest | Outstanding amount as on 31.03.2024 (Rs. In Lakhs) |
|------------------------------------|--------------------|---------------|----------------------------------|---|---------------------|----------------------|--|
| 4.1. Long term Borrowings: | | | | | | | |
| SECURED LOANS | | | | | | | |
| Business Term Loan: | | | | | | | |
| Federal Bank | Term Loan | 09-01-2020 | 200.00 | Mortgage of Residential property jointly held in name of Mr Sanjay Mandavia and Mrs Rupal Mandavia situated at A3/161 Snehadhara Society Dadabhai Cross road 3, Ville Parle, West, Mumbai- 400056 | 60 Months | 9.1%(Floating Rate) | 47.15 |
| Deutsche Bank | Home Loan | 12-02-2024 | 495.00 | Flat No. 1101, 11th Floor, block no A3, The World Spa, Sector 30 and 41 Village Silokhera, Gurugram, Haryana-122001 | 180 Months | 9.1%(Floating Rate) | 493.70 |
| | | | | | | | 540.85 |
| UNSECURED LOANS | | | | | | | |
| Bajaj Finance | Flexi Hybrid Loan | 16-05-2020 | 24.27 | | 85 Months | 17.50%(approx) | 18.23 |
| | | | | | | | 18.23 |
| UNSECURED LOANS | | | | | | | |
| Flight Simulation Solution Pvt Ltd | Demand Loan | 01-04-2025 | 1,000.00 | | Repayable on demand | 0.00% | 226.11 |
| Rupal Mandavia | Demand Loan | 02-05-2023 | 1,000.00 | | Repayable on demand | 0.00% | 42.20 |
| | | | | | | | 268.31 |
| | | | | | | | |
| | | | | Total | | | 827.39 |

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
KILLA NO: 13/3/2/2 I-18,3/1/1 I-17
BEGAMPUR KHATOLA, GURGAON 122001
HARYANA
ADDITIONAL NOTES TO RESTATED FINANCIAL INFORMATION

Annexure to NOTE 13- DEFERRED TAX

| Particulars | 31.03.2024 | 31-03-2023 | 31-03-2022 |
|--|---------------|----------------|----------------|
| WDV as per Companies Act, 2013 | 895.42 | 490.31 | 520.50 |
| WDV as per Income Tax Act, 1961 | 904.51 | 535.35 | 561.71 |
| Differential Net Timing Difference [A] | (9.08) | (45.03) | (41.21) |
| Impact of Gratuity [B] | (1.88) | (2.81) | (10.81) |
| | (2.76) | (12.04) | (14.28) |
| Deferred Taxes (Debited) / Credited to the Statement of Profit & Loss | (2.76) | (12.04) | (14.28) |
| Closing DTA/(DTL) | (2.76) | (12.04) | (14.28) |

Annexure to NOTE 23 - BASIC AND DILUTED EARNINGS PER SHARE

| Particulars | | 31.03.2024 | 31-03-2023 | 31-03-2022 |
|--|--------------|------------|------------|------------|
| Profit after Tax | Rs. In Lakhs | 1,083.99 | 413.38 | (300.05) |
| Present Number of equity shares | Nos. | 66,660 | 10,000 | 10,000 |
| Weighted average number of Equity shares (after bonus) | Nos. | 73,55,619 | 73,42,600 | 73,42,600 |
| Basic earnings per share | Rupees | 14.74 | 5.63 | -4.09 |
| Diluted Earning per Share | Rupees | 14.73 | 5.63 | -4.09 |

NOTE 24

The company has opted for new Income Tax rate u/s 115BAA from the Financial Year 2022 - 23, as it is view of the management that the same is more beneficial to the company. Moreover, management is also having the view that company will not be able to utilize the MAT credit and hence the same has also been written off during the year.

NOTE 25

Medium Enterprises Development Act, 2006 and hence disclosures has been made only for the parties from whom the declaration has been received. In respect of other vendors from whom declaration has not been received disclosure has not been made for those which have not been received disclosure has not been made.

NOTE 26 - Party's Balance with respect to the Trade Receivables, Trade & Other Payables, Loans & advances are subject to confirmation/reconciliation. In the opinion of management , the same are receivable/ payable as stated in the books of accounts. Hence, no effect on the profitability due to the same for the year under

NOTE 27 - Previous year's figure have been regrouped/rearranged whenever necessary to conform to the current year's presentation.

The accompanying significant accounting policies and explanatory notes on accounts 1 - 28 are integral part of financial statements

As per our report of even date

For & or behalf of Directors

For Jay Gupta & Associates
(Erstwhile Gupta Agarwal & Associates)
Chartered Accountants
FRN No. 329001E

Sd/-
Rupal Sanjay Mandavia
Managing Director & CFO
DIN: 02275347

Sd/-
Mitul Natwarlal Mandavia
Director
DIN: 10505115

Sd/-
Jay Shanker Gupta
Partner
Membership no. 059535
Place : Kolkata
Date : July 19, 2024

Sd/-
Robbin
Company Secretary & Compliance Officer

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
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BEGAMPUR KHATOLA, GURGAON 122001
HARYANA

STATEMENT OF RELATED PARTY TRANSACTIONS

NOTE 28 : Related Party Disclosures

Annexure-XXVII

A. List of Related parties

| <u>Sl. No.</u> | <u>Name</u> | |
|----------------|---|-------------------------|
| | <u>Key Mangerial Personnel</u> | |
| 1 | Rupal Sanjay Mandavia | Managing Director & CFO |
| | Mitul Natvarlal Mandavia | Executive Director |
| | Kripa Bhargav Mandavia | Non Executive Director |
| | Sivasubramanian Natrajhen (WEF - 17/5/2024) | Independent Director |
| | Manita Rani (WEF - 07/06/2024) | Independent Director |
| | Robbin (WEF - 10/6/2024) | Company Secretary |

Relative of Key Mangerial Personnel

Kamlesh Mangaldas Desai
 Varsha Kamlesh Desai
 Sanjay Natvarlal Mandavia
 Sheetal Kamlesh Desai
 Priti Jignesh Vora
 Hitansh Sanjay Mandavia
 Khushi Sanjay Mandavia
 Natvarlal Kapurchand Mandavia
 Bhargav Natarvarlal Mandavia

Enterprises having Significant Influence

Ambitions Flying Club Pvt. Ltd
 Big Charter Private Limited
 Flight Simulation Solution Pvt Ltd
 Flywings Aviation Pvt Ltd
 Flywings Aviation Training Academy Pvt Ltd
 Flywings Charter Services Pvt Ltd
 Flybig Mro Pvt Ltd

b) Details of transactions with KMP and related parties referred to above

(Amt in lakhs)

| Nature of Transactions | Transaction amount | | |
|---|---------------------------|----------------|----------------|
| | 2023-24 | 2022-23 | 2021-22 |
| Ambitions Flying Club Pvt. Ltd | | | |
| Loan Received | - | - | 162.50 |
| Loan Repayment | 229.88 | 38.90 | 101.30 |
| Interest Income | 1.50 | - | - |
| Big Charter Private Limited | | | |
| Sale of Service | | 1.89 | |
| Loan Received | 189.18 | 102.16 | 316.41 |
| Loan Repayment | 258.90 | 457.36 | 230.45 |
| Interest Income | 0.22 | - | - |
| Flywings Aviation Pvt Ltd | | | |
| Loan Received | 15.00 | - | - |
| Loan Repayment | 194.93 | - | 10.00 |
| Flywings Aviation Training Academy Pvt Ltd | | | |
| Interest Income | - | - | - |

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
KILLA NO: 13/3/2/2 I-18,3/1/1 I-17
BEGAMPUR KHATOLA, GURGAON 122001
HARYANA

STATEMENT OF RELATED PARTY TRANSACTIONS

| | | | |
|--|----------|--------|-------|
| Flywings Charter Services Pvt Ltd | | | |
| Interest Income | 4.27 | - | - |
| Flybig Mro Pvt Ltd | | | |
| Loan Given | 1,967.99 | 87.80 | - |
| Loan Repayment Received | 636.70 | 87.80 | - |
| Interet Income | 19.35 | - | - |
| Purchase of PPE/Investment Property | 903.39 | - | - |
| Bhargav Mandavia | | | |
| Loan Given | 46.30 | - | - |
| Loan Repayment Received | 40.00 | 47.20 | - |
| Interet Income | 0.19 | - | - |
| Rupal Mandavia | | | |
| Loan Given | 845.79 | 162.50 | 60.85 |
| Loan Received | 785.15 | 188.67 | 28.08 |
| Remuneration | 49.00 | 24.00 | 8.87 |
| Reimbursement | 7.83 | | |
| Kamlesh Desai | | | |
| Remuneration | 0.50 | 0.40 | - |
| Varsha | | | |
| Sale of Service | 1.65 | | |
| Sanjay Mandavia | | | |
| Loans & Advances Given | 585.66 | 373.28 | 88.44 |
| Loan & Advances Repayment Received | 585.16 | 628.86 | 55.21 |
| Interest Income | 5.15 | - | - |

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
KILLA NO: 13/3/2/2 I-18,3/1/1 I-17
BEGAMPUR KHATOLA, GURGAON 122001
HARYANA

STATEMENT OF RELATED PARTY TRANSACTIONS

c) Amount due to/from related parties outstanding as at year end (Amt in lakhs)

| Name of Party | Closing Balance | | |
|---|-----------------|---------|---------|
| | 2023-24 | 2022-23 | 2021-22 |
| Ambitions Flying Club Pvt. Ltd | | | |
| Outstanding Balance Receivable | 51.50 | - | - |
| Outstanding Balance Payable | - | 179.88 | 218.78 |
| Big Charter Private Limited | | | |
| Outstanding Balance Receivable | 20.69 | - | - |
| Outstanding Balance Payable | - | 47.21 | 404.45 |
| Flywings Aviation Pvt Ltd | | | |
| Outstanding Balance Receivable | - | - | - |
| Outstanding Balance Payable | - | 179.93 | 179.93 |
| Flywings Aviation Training Academy Pvt Ltd | | | |
| Outstanding Balance Receivable | - | 5.02 | 5.02 |
| Flywings Charter Services Pvt Ltd | | | |
| Outstanding Balance Receivable | 39.71 | 35.45 | 35.45 |
| Flight Simulation Solution Pvt Ltd | | | |
| Outstanding Balance Payable | 226.11 | 226.11 | 226.11 |
| Flybig Mro Pvt Ltd | | | |
| Outstanding Balance Receivable | 447.25 | - | - |
| Bhargav Mandavia | | | |
| Outstanding Balance Receivable | 6.48 | - | 47.20 |
| Rupal Mandavia | | | |
| Outstanding Balance Receivable | 52.80 | - | 29.77 |
| Outstanding Balance Payable | | | |
| Sanjay Mandavia | | | |
| Outstanding Balance Receivable | 15.15 | - | 424.41 |

Restated Statement of Adjustments to Audited Financial Statements

Rs in Lakhs

(i) Reconciliation of Restated Profit:

The reconciliation of Profit after tax as per audited financial statements and the Profit after tax as per Restated financial statements is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit / loss of the company

| Particulars | For the year ended 31st March'24 | For the year ended 31st March'23 | For the year ended 31st March'22 |
|---|----------------------------------|----------------------------------|----------------------------------|
| Profit after tax as per audited/ re-audited financial statements | 1,006.98 | 347.94 | (197.81) |
| (i) Adjustments on account of change in accounting policies: | | | |
| (ii) Other material adjustments: | | | |
| Other income | 1.44 | 11.90 | 1.64 |
| Revenue from Operations | (50.00) | 50.00 | - |
| Employee benefit expenses - Gratuity | 0.52 | (2.82) | (1.25) |
| Depreciation and amortization expense | (0.84) | 22.04 | 16.03 |
| Finance cost | (0.62) | 9.15 | (0.17) |
| Other expenses | (1.80) | (26.14) | 2.45 |
| Income tax adjustments related to earlier years | 46.33 | (4.24) | (32.32) |
| Deferred tax adjustment | 81.98 | 5.55 | (88.61) |
| (iii) Audit Qualifications: | - | - | - |
| Restated profit after tax | 1,083.99 | 413.38 | (300.05) |
| | 0.00 | -0.00 | 0.00 |

(ii) Reconciliation of Restated Shareholders Funds:

The reconciliation of Shareholder's funds as per audited financial statements and Shareholder's funds as per Restated financial statements is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on Shareholder's funds of the company.

| Particulars | As at 31st March'24 | As at 31st March'23 | As at 31st March'22 |
|--|---------------------|---------------------|---------------------|
| Shareholder's funds as per Audited/ Re-audited financial statements | 2,348.47 | 146.77 | (188.16) |
| (i) Adjustments on account of change in accounting policies: | - | - | - |
| (ii) Differences carried over pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial | (41.62) | (120.07) | |
| (iii) Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial | 77.00 | 65.44 | (102.24) |
| (iv) Other material adjustments # : | - | - | - |
| Gratuity Expenses | - | - | (9.55) |
| Prior Period Items | 4.13 | 8.02 | (8.28) |
| Income tax adjustments related to earlier years | - | 4.99 | - |
| (v) Audit Qualifications: | - | - | - |
| Restated Shareholder's funds | 2,387.97 | 105.15 | (308.23) |

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
KILLA NO: 13/3/2/2 I-18,3/1/1 I-17
BEGAMPUR KHATOLA, GURGAON 122001
HARYANA

Annexure-XXIX

STATEMENT OF CAPITALISATION

31.03.2024

-

| PARTICULARS | Pre-Offer | Post-Offer |
|---|------------------|-------------------|
| Debt | | |
| - Short Term Debt | - | - |
| - Long Term Debt | 827.39 | - |
| Total Debt | 827.39 | - |
| Shareholders' Fund (Equity) | | |
| - Share Capital | 6.67 | - |
| - Reserves & Surplus | 2,381.30 | - |
| - Less: Miscellaneous Expenses not W/off | - | - |
| Total Shareholders' Fund (Equity) | 2,387.97 | - |
| Long Term Debt / Equity (In Ratio) | 0.35 | - |
| Total Debt / Equity (In Ratio) | 0.35 | - |

Notes:-

1. Short Term Debts represent which are expected to be paid/payable within 12 months and exclude installments of Term Loans repayable within 12 months.
2. Long Term Debts represent debts other than Short Term Debts as defined above but include installments 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 31/03/2024.
4. The post issue capitalization will be determined only after the completion of the allotment of Equity Shares.

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED

KILLA NO: 13/3/2/2 I-18,3/1/1 I-17

BEGAMPUR KHATOLA, GURGAON 122001

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OTHER FINANCIAL INFORMATION

| Particulars | Annexure-XXX | | |
|--|------------------|------------------|------------------|
| | As at 31.03.2024 | As at 31.03.2023 | As at 31.01.2022 |
| Net Worth (A) | 2,387.97 | 105.15 | -308.23 |
| Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) | 1,522.32 | 577.89 | -21.37 |
| Restated Profit after tax | 1,083.99 | 413.38 | -300.05 |
| Add: Prior Period Item | - | - | - |
| Adjusted Profit after Tax(B) | 1,083.99 | 413.38 | -300.05 |
| Number of Equity Share outstanding as on the End of Year/Period(C) | 66,660.00 | 10,000.00 | 10,000.00 |
| Weighted average no of Equity shares as on the end of the period year(D) | | | |
| -Pre Bonus (D(i))- Basic | 23,019.00 | 10,000.00 | 10,000.00 |
| -Pre Bonus (D(i))- Diluted | 25,407.00 | 10,000.00 | 10,000.00 |
| -Post Bonus (D(ii)) | 73,55,619.00 | 73,42,600.00 | 73,42,600.00 |
| -Post Bonus (D(ii))- Diluted | 73,58,007.00 | 73,42,600.00 | 73,42,600.00 |
| Face Value per Share | 10.00 | 10.00 | 10.00 |
| Restated Basic & Diluted Earnings Per Share (In Rs.)(B/D) | | | |
| - Pre Bonus (B/D(i)) - Basic | 4,709.10 | 4,133.77 | -3,000.55 |
| - Pre Bonus (B/D(i)) - Diluted | 4,266.49 | 4,133.77 | -3,000.55 |
| - Post Bonus (B/D(ii)) - Basic | 14.74 | 5.63 | -4.09 |
| - Post Bonus (B/D(ii)) - Diluted | 14.73 | 5.63 | -4.09 |
| Return on Net worth (%) (B/A) | 45.39% | 393.14% | 97.35% |
| Net asset value per share (A/D(i)) (Pre Bonus) (In Rs.) | 10,373.90 | 1,051.48 | -3,082.29 |
| Net asset value per share (A/D(ii)) (Post Bonus) (In Rs.) | 32.46 | 1.43 | -4.20 |

Notes:-

1. The ratios have been Computed as per the following formulas

(i) Basic Earnings per Share

Restated Profit after Tax available to equity shareholders

Weighted average number of equity shares outstanding at the end of the year / period

(ii) Net Asset Value (NAV) per Equity Share

Restated Net Worth of Equity Share Holders

Number of equity shares outstanding at the end of the year / period

(iii) Return on Net worth (%)

Restated Profit after Tax available to equity shareholders

Restated Net Worth of Equity Share Holders

2. EBITDA represents Earnings (or Profit/ (Loss)) before Finance Costs, Income Taxes, and Depreciation and Amortization Expenses. Extraordinary and Exceptional Items have been considered in the calculation of EBITDA as they were expense items.

3. Net Profit as restated, as appearing in the Statement of Profit and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Restated Financial Information of the Company.

4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.

5. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED
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Annexure-XXXI

RESTATED STATEMENT OF TAX SHELTER

| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
|---|------------------|------------------|------------------|
| Net Profit/(Loss) before taxes (A) | 1,448.97 | 472.44 | (179.12) |
| Tax Rate Applicable % | 25.17% | 25.17% | 26.00% |
| Minimum Alternate Taxes (MAT) | 0.00% | 0.00% | 0.00% |
| Adjustments | | | |
| Add: Depreciation as per Companies act | 72.53 | 84.59 | 110.61 |
| Add: Gratuity provision | 1.88 | 2.81 | 1.25 |
| Add: Disallowance under Income Tax Act, 1961 | 1.01 | 15.98 | - |
| Less: Taxable under other heads of income | - | - | - |
| Less: Depreciation as per Income Tax Act, 1961 | 107.34 | 80.78 | 89.55 |
| Less: Deductions under Income Tax Act, 1961 | - | - | - |
| Less : Deffered Tax Credit Adjuted for computation of Tax under 115JB of Income Tax Act | - | - | - |
| Net Adjustments(B) | (35.67) | 16.99 | 19.81 |
| Business Income (A+B) | 1,413.31 | 489.42 | (159.31) |
| Gross Total/ Taxable Income | 1,413.31 | 489.42 | (159.31) |
| Less: Deductions U/S 80JJAA | - | - | - |
| Net Total/ Taxable Income | 1,413.31 | 489.42 | (159.31) |
| Tax Payable as per Normal Rate | 355.70 | 56.83 | - |
| Tax Payable as per Special Rate: | - | - | - |
| Interest payable on above | - | - | - |
| Tax as per Income Tax (C) | 355.70 | 56.83 | - |
| Tax Payable as per Minimum Alternate Tax U/S 115 JB of the Income Tax Act,1961 | - | - | - |
| Interest Payable on above | - | - | - |
| Tax as per MAT (D) | - | - | - |
| Net Tax (Higher of C & D) | 355.70 | 56.83 | - |
| Current tax as per restated Statement of Profit & Loss | 355.70 | 56.83 | - |

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RESTATED STATEMENT OF CONTINGENT LIABILITIES

Annexure-XXXII
Amount in Lakhs

| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 |
|--|------------------|------------------|------------------|
| Claims against the company not acknowledged as Debts | Unascertainable | Unascertainable | Unascertainable |
| Income Tax Demand | 4.75 | - | - |
| TDS Demand | 40.48 | 31.03 | 10.35 |
| GST penalty on late payment | 90.30 | - | - |
| Total | 135.53 | 31.03 | 10.35 |

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Restated Statement of Accounting Ratios

Annexure-XXXIII

| Particulars | As at 31.03.2024 | As at 31.03.2023 | As at 31.03.2022 | Variance of March 2024 | Remarks for March 2024 | Variance of March 2023 | Remarks for March 2023 |
|--|------------------|------------------|------------------|------------------------|--|------------------------|--|
| Current Assets [A] | 2,950.90 | 1,077.63 | 899.19 | | | | |
| Current Liabilities [B] | 1,149.40 | 808.39 | 601.22 | 92.59 | Ratio has improved on account of capital infusion during the year | (10.87) | NA |
| Current Ratio [A/B] | 2.57 | 1.33 | 1.50 | | | | |
| Debt [A] | 827.39 | 766.94 | 1,265.01 | (95.25) | Ratio has impair on account of higher profits and capital infusion during the year | 277.72 | Ratio has improved on account of higher profits and repayment of debts |
| Equity [B] | 2,387.97 | 105.15 | (308.23) | | | | |
| Debt - Equity Ratio [A / B] | 0.35 | 7.29 | -4.10 | | | | |
| Earnings available for debt service [A] | 1,561.85 | 583.75 | (19.04) | 58.49 | Ratio has increase on account of higher sales and margins | 52.50 | Ratio has improved on account of higher profits and repayment of debts |
| Debt Service [B] | 145.17 | 85.99 | 144.47 | | | | |
| Debt - Service Coverage Ratio [A / B] | 10.76 | 6.79 | -0.13 | | | | |
| Net Profit after Tax [A] | 1,083.99 | 413.38 | (300.05) | (88.45) | Due to higher base of equity during the current year | 303.85 | Ratio has improved on account of Increase in Net Profit After Tax |
| Shareholder's Equity [B] | 2,387.97 | 105.15 | (308.23) | | | | |
| Return on Equity Ratio (%) [A / B] | 0.45 | 3.93 | 0.97 | | | | |
| Cost of Goods Sold [A] | - | - | - | - | NA | - | NA |
| Inventory [B] | - | - | - | - | | - | |
| Inventory Turnover Ratio [A / B] | - | - | - | - | | - | |
| Net Sales [A] | 2,220.28 | 1,037.65 | 143.67 | 18.08 | NA | (42.28) | Ratio has impair on account of higher sales |
| Trade Receivables [B] | 444.52 | 245.31 | 19.61 | | | | |
| Trade Receivables Turnover Ratio [A / B] | 4.99 | 4.23 | 7.33 | | | | |
| Net Purchase [A] | - | - | - | - | NA | - | NA |
| Trade Payables [B] | 34.99 | 38.93 | 150.14 | - | | - | |
| Trade Payables Turnover Ratio [A / B] | - | - | - | - | | - | |
| Net Sales [A] | 2,220.28 | 1,037.65 | 143.67 | (68.02) | Ratio has reduced as increase in working capital during the current financial year | 699.35 | Ratio has improved on account of higher sales |
| Current Assets | 2,950.90 | 1,077.63 | 899.19 | | | | |
| Current Liabilities | 1,149.40 | 808.39 | 601.22 | | | | |
| Working Capital [B] | 1,801.50 | 269.23 | 297.97 | | | | |
| Working Capital Turnover Ratio [A / B] | 1.23 | 3.85 | 0.48 | | | | |
| Net Profit [A] | 1,083.99 | 413.38 | (300.05) | 22.55 | Ratio has improved on account of higher sales & margins | 119.07 | Ratio has improved on account of higher sales & margins |
| Net Sales [B] | 2,220.28 | 1,037.65 | 143.67 | | | | |
| Net Profit Ratio (%) [A / B] | 48.82 | 39.84 | -208.86 | | | | |
| Earning before interest and taxes [A] | 1,449.79 | 493.30 | (131.98) | (23.20) | Ratio has improved on account of increase in Capital Employed during the year | 496.28 | Ratio has improved on account of increase in EBIT |
| Capital Employed [B] | 3,110.53 | 812.82 | 861.77 | | | | |
| Capital Employed = Total Equity + Long term Debt | | | | | | | |
| Return on Capital Employed (%) [A / B] | 46.61 | 60.69 | -15.31 | | | | |
| Net Return on Investment [A] | - | - | - | - | NA | - | NA |
| Cost of Investment [B] | - | - | - | - | | - | |
| Return on Investment [A / B] | 0.00% | 0.00% | 0.00% | - | | - | |

Notes:

The ratios and changes in ratios cannot be compared as the period under consideration is not same in both the years.

No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- a) Crypto Currency or Virtual Currency
- b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- c) Registration of charges or satisfaction with Registrar of Companies
- d) Relating to borrowed funds :-
 - i) Wilful defaulter
 - ii) Utilisation of borrowed funds & share premium
 - iii) Borrowings obtained on the basis of security of current assets
 - iv) Discrepancy in utilisation of borrowings
 - v) Current maturity of long term borrowings

DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

MATERIAL DEVELOPMENTS AFTER BALANCE SHEET DATE

The company issued 2388 equity shares of Rs. 10/- each by way of Private Placement on 22.04.2024 at a price of Rs. 18018/- per equity share, however as per valuation report the fair market value of the company derived at Rs. 16499/- per equity share.

Further the company issued 75,95,280 equity shares of Rs. 10/- each as bonus shares in the ratio of 110:1 (i.e. 110 (One Hundred and Ten) Fully paid Bonus Shares of Rs.10/- each will be allotted against the holding of 1 (One) equity shares of the Company) vide EGM resolution passed on 17.05.2024 (i.e. after the period considered this is Restated Financial Statement).

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Financial Statements as Restated which is included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Financial Statements as Restated, for the financial year ended on March 31, 2024, 2023 and 2022 including the related notes and reports, included in this Draft red Herring Prospectus is prepared in accordance with requirements of the Companies Act, 2013 and restated in accordance with the SEBI (ICDR) Regulations, 2018, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited statutory financial statements. Accordingly, the degree to which our Financial Statements as Restated will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these Forward-Looking Statements as a result of certain factors such as those described under chapters titled "Risk Factors" and "Forward Looking Statements" beginning on pages 31 and 24, respectively of this Draft Red Herring Prospectus.

Our Financial Year ends on March 31 of each year. Accordingly, all references to a Financial Year are to the 12 months ended March 31 of that year.

Our Company was originally incorporated on June 16, 2011, as a Private Limited Company in the name and style of "Flywings Simulator Training Centre Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra Mumbai. Subsequently, the registered office of the Company was shifted from Mumbai to Haryana and a fresh Certificate of Registration of Regional Director for change of state was issued on February 09, 2022. Further, pursuant to a special resolution of our Shareholders passed in the Extra Ordinary General Meeting held on March 04, 2024, our Company was converted from a Private Limited Company to Public Limited Company and the name of our Company was changed to "Flywings Simulator Training Centre Limited" and a fresh Certificate of Incorporation consequent to conversion was issued on May 28, 2024 by the Registrar of Companies, Central Processing Centre bearing Corporate Identification Number U80903HR2011PLC101229.

We are a company engaged in Aviation Training Centre located in Gurgaon. Our company specializes in providing comprehensive training services tailored for commercial aircraft operations. These services encompass a wide range of critical areas including Generic Aviation, In-flight Services, Basic First Aid, Inter-Department Coordination, Voice & Accent Training, In-flight Procedures, Personality Development, Passenger Handling, Grooming Standards, Safety Emergency Procedures, Door Operations, Emergency Evacuation, In-flight Fire Fighting, and Ditching Drills.

Significant developments subsequent to the last financial year

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the previous twelve months except:

- Our Company was converted from a Private Limited Company to Public Limited Company vide resolution passed in its members meeting dated March 04, 2024 and a fresh certificate of incorporation consequent to conversion was issued on May 28, 2024 by the Registrar of Companies, Central Processing Centre bearing Corporate Identification Number U80903HR2011PLC101229.
- The Board of our Company has approved to raise funds through initial public offering in the Board Meeting held on May 30, 2024.
- The members of our Company approved proposal of Board of Directors to raise funds through initial public offering in the Extra Ordinary General Meeting held on June 07, 2024.
- The company increased its's Authorised equity share capital from ₹5,00,000.00 to ₹5,00,00,000.00 vide resolution passed in its members meeting dated November 25, 2023.
- The company increased its's Authorised equity share capital from ₹5,00,00,000.00 to ₹12,00,00,000.00 vide resolution passed in its members meeting dated March 04, 2024.

- The Company allotted 50,000 Equity Shares of ₹ 10.00 each at a price of ₹ 200.00 each vide resolution dated January 06, 2024 on a right issue basis.
- The Company allotted 4,601 Equity Shares of the Company of face value of ₹ 10.00 each at a price of ₹ 16,499.00 per share i.e. at premium of ₹ 16,489.00 per share through Preferential Issue vide resolution passed at the Board Meeting dated January 22, 2024.
- The Company allotted 2,059 Equity Shares of the Company of face value of ₹ 10.00 each at a price of ₹ 16,499.00 per share i.e. at premium of ₹ 16,489.00 per share through Preferential Issue vide resolution passed at the Board Meeting dated January 29, 2024.
- The Company allotted 2,388 Equity Shares of the Company of face value of ₹ 10.00 each at a price of ₹ 18,018.00 per share i.e. at premium of ₹ 18,008.00 per share through Preferential Issue vide resolution passed at the Board Meeting dated April 22, 2024.
- The Company allotted 75,95,280 bonus Equity Shares in the proportion of 110:1, i.e. 110 (One Hundred and Ten) fully paid Equity Share of ₹10.00 each allotted against 1(One) Equity Shares of ₹10.00 each vide resolution passed at the Board Meeting dated May 22, 2024.

Factors affecting our results of operations

Our company's future results of operations could be affected potentially by the following factors:

1. One stop of training solution
2. In-depth knowledge about the sector
3. Trained professional

The following table set forth certain key performance indicators for the years indicated:

Key Performance Indicators of Our Company

| (₹ in Lakhs) | | | |
|--|------------|------------|------------|
| Key Financial Performance | FY 2023-24 | FY 2022-23 | FY 2021-22 |
| Revenue from operations ⁽¹⁾ | 2,220.28 | 1,037.65 | 143.67 |
| EBITDA ⁽²⁾ | 1,522.32 | 577.89 | (21.37) |
| EBITDA Margin % ⁽³⁾ | 68.56% | 55.69% | (14.87)% |
| PAT | 1,083.99 | 413.38 | (300.05) |
| PAT Margin % ⁽⁴⁾ | 48.82% | 39.84% | (208.86)% |
| Networth ⁽⁵⁾ | 2,387.97 | 105.15 | (308.23) |
| RoE % ⁽⁶⁾ | 86.96% | (407.10)% | 200.99% |
| RoCE% ⁽⁷⁾ | 46.61% | 60.69% | -15.31% |

Notes:

⁽¹⁾ Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

⁽³⁾ 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾ 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

⁽⁵⁾ Networth means the aggregate value of the paid-up share capital and reserves and surplus of the company less deferred tax assets.

⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term borrowings.

Explanations for KPI Metrics

| KPI | Explanation |
|------------------------|---|
| Revenue from Operation | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business in key verticals |
| EBITDA | EBITDA provides information regarding the operational efficiency of the business |

| | |
|-------------------|--|
| EBITDA Margin (%) | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business |
| PAT | Profit after tax provides information regarding the overall profitability of the business |
| PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of our business. |
| Networth | Networth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity. |
| RoE (%) | RoE provides how efficiently our Company generates profits from Shareholders' Funds |
| RoCE (%) | ROCE provides how efficiently our Company generates earnings from the capital employed in the business. |

STATEMENT OF SIGNIFICANT POLICIES

Corporate Information:

The Company is a Public Limited Company incorporated in the state of Haryana under the Companies Act, 2013 in name and style of "FLYWINGS SIMULATOR AND TRAINING CENTRE PRIVATE LIMITED" vide certificate of incorporation dated June 16th, 2011, bearing Corporate Identity Number: U80903MH2011PTC218715 issued by the Registrar of Companies, Haryana.

Note 1 - Significant accounting policies

1.1 Basis of preparation of financial statements

(a) The financial statements are prepared in accordance with Generally Accepted Accounting Principles (Indian GAAP) under the historical cost convention on accrual basis and on principles of going concern. The accounting policies are consistently applied by the Company.

(b) The financial statements are prepared to comply in all material respects with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and provisions of Companies Act, 2013.

(c) The preparation of the financial statements require estimates and assumptions to be made that affect the reported amounts of assets and liabilities as on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialize.

1.2 Revenue Recognition

(a) The company generally follows the mercantile system of accounting and recognizes Income & Expenditure on accrual basis.

(b) Revenue is recognised to the extent that it is possible that, the economic benefits will flow to the company and the revenue can be reliably estimated and collectability is reasonably assured.

(c) Revenue from sale of services are recognised when control of the services are provided to our customer and then there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of delivery or upon formal customer acceptance depending on customer terms.

(d) Revenue is measured on the basis of sale price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and service tax etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

(e) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.3 Property, Plant & Equipment and Intangible Assets & Depreciation

(a) Property, Plant and Equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase

price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use.

(b) Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the statement of profit and loss during the period in which they are incurred.

(c) Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of property, plant and equipment and are recognised in the statement of profit and loss when the same is derecognised.

(d) Depreciation is calculated on pro rata basis on written down value method (WDV) based on estimated useful Life as prescribed under Part C of Schedule - II of the Companies Act, 2013. Freehold land is not depreciated.

€ Intangible asset purchased are initially measured at cost. The cost of an intangible assets comprises its purchase price including duties and taxes and any costs directly attributable to making the assets ready for their intended use. The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their estimated useful lives.

1.4 Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which is determined by the present value of the estimated future cash flows.

1.5 Investments

Investments shall be classified as long-term investments and shall be stated at cost. Provision shall be made to recognize any diminution other than temporary in the value of such investments. Current investments shall be carried at lower of cost and fair value.

1.6 Inventories

Being a Service based sector, the company does not maintain any inventory.

1.7 Employee Benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services.

1.8 Borrowing Costs

(a) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.

(b) Other Borrowing costs are recognized as expense in the period in which they are incurred.

1.9 Taxes on Income

Tax expense comprises of current tax and deferred tax.

Current income tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws.

Deferred Tax arising on account of "timing differences" and which are capable of reversal in one or more subsequent periods is recognized, using the tax rates and tax laws that are enacted or substantively enacted. Deferred tax asset is recognized only to the extent there is reasonable certainty with respect to reversal of the same in future years as a matter of prudence.

1.10 Earning per share (EPS)

(a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

(b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.11 Prior Period Items

Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed in financial statements if any.

1.12 Provisions/Contingencies

(a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

(b) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

(c) A Contingent Asset is not recognized in the Accounts.

1.13 Segment Reporting

A. Business Segments :

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment which is engaged in business of providing Training relating safety and hospitality in India. Accordingly, the figures appearing in these financial statements relate to the Company's single Business Segment.

B. Geographical Segments

The Company activities / operations are confined to India and as such there is only one geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's single geographical segment.

1.14 Foreign Currency Transactions

Foreign exchange transactions are recorded at the rate prevailing on the date of respective transaction. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction. Exchange differences arising on foreign exchange transactions settled during the year and on restatement as at the balance sheet date are recognized in the statement of profit and loss for the year.

1.15 Balance Confirmations

Balance of Debtors & Creditors & Loans & advances Taken & giving are subject to confirmation and subject to consequential adjustments, if any. Debtors & creditors balance has been shown separately and the advances received and paid from/to the parties is shown as advance from customer and advance to suppliers.

1.16 Regrouping

Previous year's figures have been regrouped and reclassified wherever necessary to match with current year grouping and classification.

Discussion on Results of Operation

The following discussion on results of operations should be read in conjunction with the Restated Financial Results of our Company for the financial year ended on March, 31 2024, 2023 and 2022.

Results of Our Operations

The following table sets forth select financial data from our financial statements as Restated Financial Results of our Company for the financial year ended on March, 31 2024, 2023 and 2022 the components of which are also expressed as a percentage of total revenue for such periods:

| (₹ in Lakhs) | | | | | | |
|--|-----------------|-------------------|-----------------|-------------------|----------------|-------------------|
| Particulars | 31-03-2024 | % of total income | 31-03-2023 | % of total income | 31-03-2022 | % of total income |
| Revenue from Operations | 2,220.28 | 98.25% | 1,037.65 | 99.44% | 143.67 | 98.41% |
| Other income | 39.53 | 1.75% | 5.86 | 0.56% | 2.32 | 1.59% |
| Total Revenue (A) | 2,259.81 | 100% | 1,043.51 | 100% | 145.99 | 100% |
| Expenses: | | | | | | |
| Cost of Operations | - | 0.00% | - | 0.00% | - | 0.00% |
| Employee benefits expense | 163.07 | 7.22% | 94.58 | 9.06% | 33.14 | 22.70% |
| Other expenses | 534.89 | 23.67% | 365.18 | 35.00% | 131.89 | 90.34% |
| Total Expenses (B) | 697.96 | 30.89% | 459.76 | 44.06% | 165.03 | 113.04% |
| Earnings Before Interest, Taxes, Depreciation & Amortization(C=A-B) | 1,561.85 | 69.11% | 583.75 | 55.94% | -19.04 | -13.04% |
| Finance costs (D) | 40.34 | 1.79% | 26.72 | 2.56% | 49.46 | 33.88% |
| Depreciation and amortization expenses (E) | 72.53 | 3.21% | 84.59 | 8.11% | 110.61 | 75.77% |
| Profit before exceptional items, extraordinary items and tax (F=C-D-E) | 1,448.97 | 64.12% | 472.44 | 45.27% | -179.12 | -122.69% |
| Exceptional Items | - | - | - | - | - | - |
| Profit before tax (F=C-D-E) | 1,448.97 | 64.12% | 472.44 | 45.27% | -179.12 | -122.69% |
| Tax Expenses | | | | | | |
| - Current Tax | 355.70 | 0.00 | 56.83 | 5.45% | - | 0.00% |
| - Taxes for earlier years | - | - | - | 0.00% | 32.32 | 22.14% |
| - Deferred Tax | 9.28 | 0.00 | 2.23 | 0.21% | 88.61 | 60.70% |
| Tax Expense for The Year (G) | 364.98 | 16.15% | 59.06 | 5.66% | 120.94 | 82.84% |
| Profit after tax (H=F-G) | 1,083.99 | 47.97% | 413.38 | 39.61% | -300.05 | -205.53% |

Overview of Revenue and expenditure

Revenue and Expenditure

Total Revenue: Our total revenue comprises of revenue from operations.

Revenue from operations: Our revenue from operations comprises of Sale of Services.

Expenses: Our expenses comprise of Employee Benefit Expenses, Finance Cost, Depreciation and Amortisation Expenses and Other Expenses.

Employee Benefit Expenses: Our employee benefit expense consists of Salaries, Wages & Bonus, Director's Remuneration, Gratuity and Contribution to Provident and other funds.

Finance Cost: Our finance costs comprise of Interest expenses.

Depreciation and amortisation expenses: Tangible assets are depreciated over periods corresponding to their estimated useful lives. Depreciation includes depreciation charged on tangible assets.

Other expenses: Other expenses include Professional Fees, Audit fees, Reimbursement, Advertising Expense, Consumables Expenses, Balance written off, Bad debts, Customs Duty Charge, Demat Expenses, Insurance Expenses, Legal & Professional Charges, Housekeeping Expenses, Rent, Hotel Accommodation charges, Internet Expenses, Electricity Expenses, Office Expenses, Round off, Repair & Maintenance Expenses., Training Fees, Vehicle Running & Maintenance, Water Expenses, Other Interest, Other Expense, Telephone Expenses, Rent, Rate and Taxes, Sales Promotion, Security Services, Donation Expenses, Miscellaneous Expenses, Shipping Expenses, Travelling and Conveyance Expenses.

Provision for Tax: Income taxes are accounted for in accordance with Accounting Standard – 22 on “Accounting for Taxes on Income” (“AS-22”), prescribed under the Companies (Accounting Standards) Rules, 2006. Our Company provides for current tax, as well as deferred tax, as applicable.

Provision for current taxes is made at the current tax rates after taking into consideration the benefits available to our Company under the provisions of the I. T. Act.

Deferred tax arises from the timing differences between book profits and taxable profits that originate in one period and are capable of reversal in one or more subsequent periods and is measured using the tax rates and laws applicable as of the date of the financial statements. Our Company provides for deferred tax asset / liability on such timing differences subject to prudent considerations in respect of deferred tax assets.

COMPARISON OF FY 2023-24 WITH FY 2022-23

Income

Our Total Income increased by ₹ 1,216.30 lakhs, from ₹ 1,043.51 lakhs for the financial year ended March 31, 2023 to ₹ 2,259.81 lakhs for the financial year ended March 31, 2024, due to the factors described below:

Revenue from operations

Our Revenue from operations increased by ₹ 1,182.63 lakhs, from ₹ 1,037.65 lakhs for the financial year ended March 31, 2023, to ₹ 2,220.28 lakhs for the financial year ended March 31, 2024, representing a growth of 113.97% on account of increase in cabin crew practice sessions, classroom session, Flight deck practice sessions.

Other Income

Our Other income increased by ₹ 33.67 lakhs, from ₹ 5.86 lakhs for the financial year ended March 31, 2023, to ₹ 39.53 lakhs for the financial year ended March 31, 2024, representing a growth of 574.54%. The increase primarily is due to increase in Interest income.

Expenses

Our Total Expenses excluding finance cost, depreciation and tax expenses was ₹ 697.96 lakhs for the year ended March 31, 2024 as compared to ₹ 459.76 Lakhs for the financial year March 31, 2023, representing increase of 51.81% due to the factors described below: -

Employee benefits expenses

Our Employee Benefit Expenses increased by ₹ 68.49 lakhs, from ₹ 94.58 lakhs for the financial year ended March 31, 2023, to ₹ 163.07 lakhs for the financial year ended March 31, 2024 on account of increase in Salaries, Wages & Bonus, Directors Remuneration which was setoff by decrease in Gratuity Expenses.

Finance costs

Our Finance Cost was ₹ 40.34 lakhs for the year ended March 31, 2024 as compared to ₹ 26.72 Lakhs for the financial year March 31, 2023, representing increase of 50.95% due to increase in interest on loans.

Depreciation and amortization expense

Our Depreciation and Amortization Expenses decreased by ₹ 12.06 lakhs, from ₹ 84.59 lakhs for the financial year ended March 31, 2023, to ₹ 72.53 lakhs for the financial year ended March 31, 2024.

Other expenses

Our Other Expenses increased by ₹ 169.71 lakhs, from ₹ 365.18 lakhs for the financial year ended March 31, 2023, to ₹ 534.89 lakhs for the financial year ended March 31, 2024, which is 35.00% and 23.67% of the total revenue of respective years. The increase is on account of increase in Consumables Expenses, Insurance Expenses, Rent, Hotel Accommodation charges, Water Expenses, Legal and Professional Fees, Audit Fees, Balance written off, Electricity Expenses, Office Expenses, Other Interest which was partially set off by decrease in Training Fees, Bad debts, Custom Duty Charges, Travelling and Conveyance Expenses.

Profit before tax

Our Profit before Tax increased by ₹ 976.54 lakhs, from ₹ 472.44 lakhs for the financial year ended March 31, 2023, to ₹ 1,488.97 lakhs for the financial year ended March 31, 2024, representing a growth of 206.70% on account of reasons mentioned above.

Tax expenses

Our tax expenses for the financial year 2023-24 amounted to ₹ 364.98 Lakhs as against tax expenses of ₹ 59.06 Lakhs for the financial year 2022-23. The net increase of ₹ 305.92 is on account of increase in Current tax and Deferred Tax.

Profit After Tax

Our Profit for the year increased by ₹ 670.61 lakhs, from ₹ 413.38 lakhs for the financial year ended March 31, 2023, to ₹ 1,083.99 lakhs for the financial year ended March 31, 2024 representing a growth of 162.23%.

COMPARISON OF FY 2022-23 WITH FY 2021-22

Income

Our Total Income increased by ₹ 897.52 lakhs, from ₹ 145.99 lakhs for the financial year ended March 31, 2022, to ₹ 1,043.51 lakhs for the financial year ended March 31, 2023, representing a growth of 614.78%.

Revenue from operations

Our Revenue from operations increased by ₹ 893.99 lakhs, from ₹ 143.67 lakhs for the financial year ended March 31, 2022, to ₹ 1,037.65 lakhs for the financial year ended March 31, 2023, representing a growth of 622.27% on account of increase in Cabin crew practice session, Classroom session, Flight deck practice session.

Other Income

Our Other income increased by ₹ 3.54 lakhs, from ₹ 2.32 lakhs for the financial year ended March 31, 2022, to ₹ 5.86 lakhs for the financial year ended March 31, 2023, representing an increase of 152.10% on account of increase in Interest income.

Expenses

Our Total Expenses increased by ₹ 294.72 lakhs, from ₹ 165.03 lakhs for the financial year ended March 31, 2022, to ₹ 459.76 lakhs for the financial year ended March 31, 2023, representing a growth of 178.58%.

Employee benefits expenses

Our Employee Benefit Expenses increased by ₹ 61.43 lakhs, from ₹ 33.14 lakhs for the financial year ended March 31, 2022, to ₹ 94.58 lakhs for the financial year ended March 31, 2023, representing a growth of 185.35%.

Finance costs

Our Finance Cost decreased by ₹ 22.74 lakhs, from ₹ 49.46 lakhs for the financial year ended March 31, 2022, to ₹ 26.72 lakhs for the financial year ended March 31, 2023, representing a decline of 45.97% on account of Interest on loan.

Depreciation and amortization expense

Our Depreciation and Amortization Expenses decreased by ₹ 26.02 lakhs, from ₹ 110.61 lakhs for the financial year ended March 31, 2022, to ₹ 84.59 lakhs for the financial year ended March 31, 2023, representing a decline of 23.52%.

Other expenses

Our Other Expenses increased by ₹ 233.29 lakhs, from ₹ 131.89 lakhs for the financial year ended March 31, 2022, to ₹ 365.18 lakhs for the financial year ended March 31, 2023, representing a growth of 176.88% Consumables expenses, Insurance Expenses, Rent, Training Fees, Water Expenses, Balance written off, Bad debts, Forex Loss, Office Expenses, Repairs and Maintenance Expenses, Custom Duty charges, Travelling and Conveyance charges which was partially setoff by decrease in Hotel accommodation charges, Legal & Professional Fees, Housekeeping expenses, Internet expense, Electricity expenses, Other Expenses, Security expenses.

Profit before tax

Our Profit before Tax increased by ₹ 651.55 lakhs, from ₹ (179.12) lakhs for the financial year ended March 31, 2022, to ₹ 472.44 lakhs for the financial year ended March 31, 2023, representing a growth of 363.76% due to factors mentioned above.

Tax expenses

Our Tax Expenses decreased by ₹ 61.88 lakhs, from ₹ 120.94 lakhs for the financial year ended 31 March 2022 , to ₹ 59.06 lakhs for the financial year ended 31 March 2023 , representing a decline of 51.16% on account of decrease in Deferred Tax and Tax for earlier years which was partially setoff by Current Tax.

Profit After Tax

Our Profit for the year increased by ₹ 713.43 lakhs, from ₹ (300.05) lakhs for the financial year ended March 31, 2022, to ₹ 413.38 lakhs for the financial year ended March 31, 2023, representing a growth of 237.77%.

Changes in Cash Flows

The table below summaries our cash flows from our Restated Financial Statements for the financial years ended March 31, 2024, 2023 and 2022:

| Particulars | (₹ in Lakh) | | |
|--|-----------------------------------|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
| Net cash generated from operating Activities | 173.08 | 1,134.29 | 43.28 |
| Net cash used in generated from investing Activities | (1,255.53) | (66.73) | 74.87 |
| Net cash (used in)/ generated from financing Activities | 1,660.92 | (522.15) | (148.01) |
| Net increase/ (decrease) in cash and cash Equivalents | 578.48 | 545.40 | (29.85) |
| Cash and Cash Equivalents at the beginning of the period | 558.93 | 13.53 | 43.38 |
| Cash and Cash Equivalents at the end of the Period | 1,137.41 | 558.93 | 13.53 |

Operating Activities

Financial year 2023-24

Our net cash generated from operating activities was ₹ 173.08 Lakhs for the financial year ended March 31, 2024. Our operating profit before working capital changes was ₹ 1,528.13 Lakhs for the financial year ended March 31, 2024 which was primarily adjusted against increase in trade receivables by ₹ 199.21 Lakhs, increase in Short Term Loans & Advances by ₹ 870.60 Lakhs, increase in Other Current Assets by ₹ 224.99 Lakhs, decrease in Trade payable by ₹ 3.95 Lakhs, decrease in other current liabilities by ₹ 24.52 Lakhs, increase in short term provision by ₹ 323.64 Lakhs which was further decreased by adjustment of Income Tax of ₹ 355.70 Lakhs.

Financial year 2022-23

Our net cash generated from operating activities was ₹ 1,134.29 Lakhs for the financial year ended March 31, 2023. Our operating profit before working capital changes was ₹ 581.23 Lakhs for the financial year 2022-23 which was primarily adjusted against increase in trade receivables by ₹ 225.70 Lakhs, decrease in Short Term Loans & Advances by ₹ 611.52 Lakhs, increase in Other Current Assets by ₹ 18.85 Lakhs, decrease in Trade payable by ₹ 111.21 Lakhs, increase in other current liabilities by ₹ 297.14 Lakhs, increase in short term provision by ₹ 56.99 Lakhs which was further decreased by adjustment of Income Tax of ₹ 56.83 Lakhs.

Financial year 2021-22

Our net generated from operating activities was ₹ 43.28 Lakhs for the financial year ended on March 31, 2022. Our operating profit before working capital changes was ₹ (37.75) Lakhs for the financial year 2021-22 which was primarily adjusted against increase in trade receivables by ₹35.36 Lakhs, increase in Short Term Loans & Advances by ₹ 147.20 Lakhs, decrease in Other Current Assets by ₹ 8.34 Lakhs, increase in trade payables by ₹ 66.03 Lakhs, increase in other current liabilities by ₹ 263.30 Lakhs, decrease in short term provision by ₹ 41.77 Lakhs which was further decreased by payment of Income Tax of ₹ 32.32 Lakhs.

Investing Activities

Financial year 2023-24

Our net cash utilised in investing activities was ₹ 1,255.53 Lakhs for the financial year ended on March 31, 2024. These were on account of increase Other in Non-current Investments of ₹ 651.60 Lakhs, gain on sale of Plant and Equipment of ₹ 1.14 Lakhs, Purchase of Fixed assets of ₹ 477.64 Lakhs, increase in other non-current asset by ₹ 160.00 Lakhs and Interest Income of ₹ 32.57.

Financial year 2022-23

Our net cash utilised in investing activities was ₹ 66.73 Lakhs for the financial year ended on March 31, 2023. These were on account of Increase in Other Non-current assets of ₹ 14.85 Lakhs, Purchase of Fixed assets of ₹ 54.41 Lakhs and Interest Income of ₹ 2.53.

Financial year 2021-22

Our net cash generated from investing activities was ₹ 74.87 Lakhs for the financial year ended on March 31, 2022. These were on account of Decrease in Other Non-current Asset of ₹ 74.00 Lakhs and Interest Income of ₹ 0.87 lakhs.

Financing Activities

Financial year 2023-24

Net cash generated from financing activities for the financial year ended on March 31, 2024, was ₹ 1,660.92 Lakhs which was primarily on account of Increase in Share capital of ₹5.67 Lakhs, Increase in share premium of ₹ 1,193.17 lakhs, Increase in share application money by ₹440.36 lakhs, proceeds from long term borrowings by ₹ 14.89 lakhs, Net proceeds from short term borrowings of ₹ 45.56 lakhs, Finance cost of ₹ 40.34 lakhs and Increase in Non-Current liabilities by ₹1.61 lakhs.

Financial year 2022-23

Net cash utilised in financing activities for the financial year ended on March 31, 2023 was ₹ 522.15 Lakhs which was primarily on account of Payment of long-term borrowings of ₹ 462.33 lakhs, Finance cost of ₹ 26.72 lakhs, Payment of short term borrowings of ₹ 35.74 lakhs and Increase in Non-Current liabilities by ₹2.65 lakhs.

Financial year 2021-22

Net cash generated from financing activities for the financial year ended on March 31, 2022 was ₹ 148.01 Lakhs which was primarily on account of payment of long-term borrowings by ₹ 203.42 lakhs, Net Proceeds from short term borrowings of ₹ 95.01 lakhs, Finance cost of ₹ 49.46 lakhs and Increase in Non-Current liabilities by ₹ 9.86 lakhs.

Other Key Ratios

The table below summaries key ratios in our Restated Financial Statements for the financial year ended March 31, 2024 and financial years ended March 31, 2024, 2023 and 2022:

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|----------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Fixed Asset Turnover Ratio | 2.48 | 2.12 | 0.28 |
| Current Ratio | 2.57 | 1.33 | 1.50 |
| Debt Equity Ratio | 0.35 | 7.29 | -4.10 |
| Inventory Turnover Ratio | - | - | - |

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets based on Financial Statements as Restated.

Current Ratio: This is defined as current assets divided by current liabilities, based on Financial Statements as Restated.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long-term debt, based on Financial Statements as Restated.

Inventory Turnover Ratio: This is defined as average inventory divided by cost of operations based on Financial Statements as restated.

Financial Indebtedness

As on March 31, 2024, the total outstanding borrowings of our Company is ₹ 562.64 Lakhs. For further details, refer to the chapter titled “*Statement of Financial Indebtedness*” beginning on page 182 of this Draft Red Herring Prospectus.

(₹ in Lakh)

| Particulars | As at March 31, 2024 |
|---|----------------------|
| Loans from Banks & Financial Institutions | 559.08 |
| Unsecured Loans from Related party | 268.31 |
| Total | 827.39 |

Related Party Transactions

Related party transactions with our promoter, directors and their entities and relatives primarily relate to purchase and sale of services. For further information, please refer to the chapter titled “*Financial Statements as Restated*” on page 168 of this Draft Red Herring Prospectus.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risk

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on variable costs associated with running our day-to-day operations, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled “*Financial Statements as Restated*” beginning on page 168 of this Draft Red Herring Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, including therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution.

Except as disclosed in chapter titled “*Financial Statements as Restated*” beginning on page 168 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS

Unusual or infrequent events or transactions

There are no transactions or events, which in our best judgment, would be considered unusual or infrequent that have significantly affected operations of the Company.

Significant economic changes that materially affected or are likely to affect income from continuing operations

There are no significant economic changes that materially affected Company’s operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business including the future financial performance, shareholders’ funds and ability to implement strategy and the price of the Equity Shares.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the chapter titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus 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.

Future changes in relationship between costs and revenues in case of events such as future increase in labour or material cost or prices that will cause material change

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the services in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new services or increased prices

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

Total turnover of each major industry segment in which the Issuer Company operates

The Company is in the business of aviation training, relevant industry data as available, has been included in the chapter titled “*Industry Overview*” beginning on 92 of this Draft Red Herring Prospectus.

Competitive Conditions

We have competition with Indian and international companies and our results of operations could be affected by competition in the aviation training industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies/ entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus. A key factor in our revenue growth is our exclusive training facilities. Unlike many competitors, our state-of-the-art training environment is available only through our company, offering a distinctive advantage. This exclusivity not only enhances our appeal to potential clients but also ensures that we remain at the forefront of the industry. Our dedicated facilities are equipped with the latest technology and resources, providing unparalleled training experiences that set us apart from the competition.

**Increase in income**

Increases in our income are due to the factors described above in in this chapter under “*Factors Affecting Our Results of Operations*” and chapter titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus.

Status of any Publicly Announced New Business Segments

Except as disclosed elsewhere in the Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

STATEMENTS OF FINANCIAL INDEBTEDNESS

Brief details on the financial indebtedness of the “FLYWINGS SIMULATOR TRAINING CENTRE LIMITED” as on March 31, 2024 and June 30, 2024 are as under:

SECURED LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

| Name of Lender | Date of Issue | Nature | Sanctioned Amount (₹ in lakhs) | Rate of Interest | Security | Repayment Terms | Outstanding as on 31.03.2024 (₹ in lakhs) | Outstanding as on 30.06.2024 (₹ in lakhs) |
|----------------|-------------------|-------------------|--------------------------------|----------------------|--|--|---|---|
| Federal Bank | January 09, 2020 | Term Loan | 200.00 | 9.1% (Floating Rate) | Primary: Exclusive charge on assets financed by Federal Bank Limited including B 787 Door Trainer along with embedded software/ data package Collateral: Mortgage of residential property jointly held in the name of Mr. Sanjay Mandavia & Mrs. Rupal Mandavia situated at A3/161 Snehadhara Society Dadabhai Cross Road-3, Ville Parle West, Mumbai – 400 056 | 60 equal Installments of ₹ 3.70 Lakhs per month | 47.15 | - |
| Deutsche Bank | February 12, 2024 | Loan against Home | 495.00 | 9.1%(Floating Rate) | Flat No. 1101, 11 th Floor, Block No. A3, The World Spa, Sector 30 & 41, Village Silokhera, Gurugram, Haryana-122001 | 180 equal installments of ₹ 5.05 Lakhs per month | 493.70 | 489.76 |
| Total | | | | | | | 540.85 | 489.76 |

UNSECURED LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

| Name of Lender | Date of Issue | Nature | Sanctioned Amount (₹ in lakhs) | Rate of Interest | Repayment Terms | Outstanding as on 31.03.2024 (₹ in lakhs) | Outstanding as on 30.06.2024 (₹ in lakhs) |
|-----------------------|---------------|---------------|--------------------------------|------------------|--|---|---|
| Bajaj Finance Limited | May 16, 2020 | Business Loan | 24.27 | 17.50% | 24 equal installments of ₹ 0.35 Lakhs and next 60 installments of ₹ 0.61 Lakhs per month | 18.23 | 17.20 |
| Total | | | | | | 18.23 | 17.20 |

UNSECURED LOAN FROM RELATED PARTY:

| Name of Lender | Outstanding as on 31.03.2024 (₹ In Lakhs) | Outstanding as on 30.06.2024 (₹ In Lakhs) |
|--|---|---|
| Flight Simulation Solution Private Limited | 226.11 | 226.11 |
| Rupal Mandavia | 42.20 | 42.20 |
| Total | 268.31 | 268.31 |

SECTION X: LEGAL AND OTHER INFORMATION

GOVERNMENT AND OTHER STATUTORY APPROVALS

Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central Government and appropriate State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made, or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled “**Key Industrial Regulations and Policies**” at page 133 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

The Company has its business located at the following locations:

REGISTERED OFFICE

Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana - 122001, India

I. APPROVALS FOR THE ISSUE

The following approvals have been obtained in connection with the Issue:

Corporate Approvals:

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on May 30, 2024 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on June 07, 2024, authorized the Issue.
- c) Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated [●]

Approval from the Stock Exchange:

In-principle approval dated [●] from BSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on SME Platform of BSE, issued by our Company pursuant to the Issue.

Agreements with National Securities Depository Limited and Central Depository Services (India) Limited :

- a) The company has entered into an agreement dated January 05, 2024 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- b) Similarly, the Company has also entered into an agreement dated February 23, 2024 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- c) The International Securities Identification Number (ISIN) of our Company is INE0SQZ01015.

Lenders Consent

Our Company has received the Lenders Consent of Deutsche Bank which was applied on June 19, 2024.

II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

| Sr. No. | Nature of Registration | CIN | Issuing Authority | Date of Certificate | Date of Expiry |
|---------|---|------------------------|---|---------------------|-----------------------|
| 1. | Certificate of Incorporation of 'Flywings Simulator Training Centre Private Limited' | U80903MH2011PTC 218715 | Registrar of Companies, Mumbai | June 16, 2011 | One Time Registration |
| 2. | Certificate of Incorporation of 'Flywings Simulator Training Centre Private Limited' w.r.t. changing the registered office from Maharashtra to Haryana. | U80903HR2011PTC 101229 | Registrar of Companies, Delhi | February 09, 2022 | One Time Registration |
| 3. | Certificate of Incorporation on change of name from Flywings Simulator Training Centre Private Limited' to Flywings Simulator Training Centre Limited | U80903HR2011PLC 101229 | Registrar of Companies, Central Processing Centre | May 28, 2024 | One Time Registration |

III. OTHER APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. TAX RELATED APPROVALS:

| Sr. No | Description | Registration number | Authority | Date of Certificate | Date of Expiry |
|--------|---|---------------------|---|---------------------|-----------------------|
| 1. | Permanent Account Number (PAN) | AABCF7662F | Income Tax Department, Government of India | June 16, 2011 | One Time Registration |
| 2. | Tax Deduction Account Number (TAN) | RTKF03416A | Income Tax Department, Government of India | June 10, 2024 | One Time Registration |
| 3. | Certificate of Registration of Goods and Services Tax (Haryana) | 06AABCF7662F1Z O | Excise and Taxation Department, Government of Haryana | August 08, 2017 | One Time Registration |

B. BUSINESS OPERATIONS RELATED APPROVALS:


| Sr. No | Description | Registration number | Authority | Date of Certificate | Date of Expiry |
|--------|--|---------------------|---|---------------------|-----------------------|
| 1. | Udyam Registration Certificate | UDYAM-HR-05-0003031 | Ministry of Micro Small & Medium Enterprises, Government of India | September 14, 2020 | One Time Registration |
| 2. | *Certificate of Importer-Exporter Code (IEC) | 0311071961 | Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India | January 25, 2012 | One Time Registration |

C. LABOUR LAW RELATED APPROVALS:

| Sr. No | Description | Registration number | Authority | Date of Certificate | Date of Expiry |
|--------|---|----------------------------------|---|--------------------------------------|-----------------------|
| 1. | *Shops & Establishments Registration Certificates | PSA/REG/GGN/ LI-GGN-4-11/0139068 | Inspector, Shops and Commercial Establishments, Circle, Labour Department, Govt. of Haryana | July 15, 2018 | One Time Registration |
| 2. | *Labour Identification Number (LIN) Certification | 1-6339-9657-3 | Ministry of Labour and Employment | Data taken from Shram Suvidha Portal | One Time Registration |

**The above-mentioned approvals are in the previous name of the Company i.e., Flywings Simulator Training Centre Private Limited. The Company is in the process of changing its name from Flywings Simulator Training Centre Private Limited to Flywings Simulator Training Centre Limited in all its approvals.*

D. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)

| Sr. No. | Description | Registration Number/Mark/Label | Class | Issuing Authority | Date of Application | Date of Expiry | Status |
|---------|----------------------------------|--|-------|----------------------------|---------------------|-------------------|----------|
| 1. | Registration for Trade Mark | FLY WINGS SIMULATOR | 41 | Trade Mark Registry, Delhi | March 01, 2024 | February 28, 2034 | Accepted |
| 2. | Registration for Trade Mark Logo |  | 41 | Trade Mark Registry, Delhi | June 26, 2024 | - | Applied |

IV. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:

| Sr. No. | Domain Name | Name of Registrar/ IANA ID | Creation Date | Expiry Date |
|---------|-------------|---|---------------|---------------|
| 1. | fwstc.co.in | Endurance Digital Domain Technology LLP/146 | June 21, 2024 | June 20, 2027 |

V. APPROVALS OR LICENSES PENDING TO BE APPLIED:

The below stated applications are in the name of Private Limited as on the Draft Red Herring Prospectus

- Labour Identification Number (LIN) Certification
- Shops & Establishments Registration Certificates
- Certificate of Importer- Exporter Code (IEC)

VI. APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED: NIL

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 outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoter.

Our Board, in its meeting held on June 10, 2024, determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) if:

- the monetary amount of claim by or against the entity or person in any such pending matter exceed ₹ 10.00 Lakhs.*
- the Board or any of its committees shall have the power and authority to determine suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.*

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds ₹ 10.00 lakhs of the Company’s trade payables as per the last restated financial statements shall be considered material dues for the company for the purpose of disclosure in this Draft Red Herring Prospectus. (“Material Dues”).

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at www.fwstc.co.in

Our Company, its Directors and its Promoter are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Company.

(c) Other pending material litigations against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated against the Company.

(d) Other pending material litigations filed by the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated by the Company.

(e) Actions by statutory and regulatory authorities against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

B. LITIGATIONS INVOLVING THE PROMOTER & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoter & Directors of the company

A complaint bearing number 705/2 dated December 13, 2023 was filed in Economic Offences Wing, Gurgaon, by Vishok Mansingh, designated partner, Vman Aviation Services IFSC Private Limited (**Complainant**) against Big Charter Private Limited (**BCPL**), its directors (serving and former), key managerial personnel and Yes Bank Limited (**Complaint**). Our director, Mrs. Rupal Sanjay Mandavia was a non-executive director of BCPL and was not involved in the day-to-day

affairs of BCPL. The Complaint was filed under sections 405 (criminal breach of trust), 409 (criminal breach of trust by police servant, or by banker, merchant or agent), 416 (cheating by personation), 420 (cheating and dishonesty inducing delivery of property), 463 (forgery), 464 (making a false document), 468 (forgery for purpose of cheating) and 471 (using as genuine a forged document or electronic record) of the Indian Penal Code, 1860. BCPL had taken two ATR 72-600 aeroplanes on lease from the Complainant in 2021. Lease rentals were being paid from an escrow account maintained with Yes Bank Limited. Complainant alleged that certain transactions / foreign remittances / transfer instructions, issued on behalf of BCPL amounting to ₹ 86,74,319.90 in the month of October 2023 were not genuine and were based on forged documents. BCPL and other accused persons named in the Complaint including our director, Mrs. Mandavia have already filed the reply on January 09, 2024.

Subsequently, a FIR No. 0130/2024 was also filed on March 20, 2024 (**FIR**). In furtherance of this, a petition being CRM-M-19517-2024 was filed by our director, Mrs. Mandavia in the High Court of Punjab and Haryana (**Court**) under section 482 of Code of Criminal Procedure (**CrPC**). on April 14, 2024, for quashing the FIR. Vide order dated April 22, 2024, the Court issued a notice as well as referred the matter to the Mediation and Conciliation Centre of the Court, with the consent of all the parties. The same is pending before the Mediation and Conciliation Centre of the Court.

In the meantime, our director, Ms. Mandavia applied for anticipatory bail, in the District and Sessions Judge, Gurgaon. the District and Sessions Judge, Gurgaon rejected the same. Aggrieved by the rejection, Mrs. Mandavia applied to the Court under section 432 of CrPC. Vide order dated June 11, 2024 the Court granted anticipatory bail to Mrs. Mandavia. As on date, no adverse action has been taken against our director, Mrs. Mandavia and she has been granted anticipatory bail by the Court.

(b) Criminal proceedings filed by the Promoter & Directors of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoter & Directors of the Company.

(c) Other pending material litigations against the Promoter & Directors of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Promoter & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Promoter & Directors of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the Promoter & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Promoter & Directors of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Promoter & Directors.

(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoter, nor any penalties have been imposed in the last five years.

C. LITIGATIONS INVOLVING THE GROUP COMPANY OF THE COMPANY

(a) Criminal proceedings against the group company of the company

A complaint bearing number 705/2 dated December 13, 2023 was filed in Economic Offences Wing, Gurgaon, by Vishok Mansingh, designated partner, Vman Aviation Services IFSC Private Limited (**Complainant**) against Big Charter Private Limited (**BCPL**), its directors (serving and former), key managerial personnel and Yes Bank Limited (**Complaint**). Our director, Mrs. Rupal Sanjay Mandavia was a non-executive director of BCPL and was not involved in the day-to-day affairs of BCPL. The Complaint was filed under sections 405 (criminal breach of trust), 409 (criminal breach of trust by police servant, or by banker, merchant or agent), 416 (cheating by personation), 420 (cheating and dishonesty inducing delivery of property), 463 (forgery), 464 (making a false document), 468 (forgery for purpose of cheating) and 471 (using as genuine a forged document or electronic record) of the Indian Penal Code, 1860. BCPL had taken two ATR 72-600 aeroplanes on lease from the Complainant in 2021. Lease rentals were being paid from an escrow account maintained with Yes Bank Limited. Complainant alleged that certain transactions / foreign remittances / transfer instructions, issued on behalf of BCPL amounting to ₹ 86,74,319.90 in the month of October 2023 were not genuine and were based on forged

documents. BCPL and other accused persons named in the Complaint including our director, Mrs. Mandavia have already filed the reply on January 09, 2024.

Subsequently, a FIR No. 0130/2024 was also filed on March 20, 2024 (**FIR**). In furtherance of this, a petition being CRM-M-19517-2024 was filed by our director, Mrs. Mandavia in the High Court of Punjab and Haryana (**Court**) under section 482 of Code of Criminal Procedure (**CrPC**), on April 14, 2024 for quashing the FIR. Vide order dated April 22, 2024, the Court issued a notice as well as referred the matter to the Mediation and Conciliation Centre of the Court, with the consent of all the parties. The same is pending before the Mediation and Conciliation Centre of the Court.

In the meantime, our director, Mrs. Mandavia applied for anticipatory bail, in the District and Sessions Judge, Gurgaon the District and Sessions Judge, Gurgaon rejected the same. Aggrieved by the rejection, Mrs. Mandavia applied to the Court under section 432 of CrPC. Vide order dated June 11, 2024 the Court granted anticipatory bail to Mrs. Mandavia. As on date, no adverse action has been taken against our director, Mrs. Mandavia and she has been granted anticipatory bail by the Court.

(b) Criminal proceedings filed by the group company of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the group company of the company.

(c) Other pending material litigations against the group company of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the group company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations by the group company of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the group company, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the group company of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the group company.

D. TAX PROCEEDINGS

| Nature of Proceedings | Number of cases | Amount involved* (₹ in lakhs) | Status |
|---|-----------------|-------------------------------|--|
| Of the Company | | | |
| Direct Tax Demand (Income Tax Outstanding Demand) | NIL | NIL | NIL |
| Direct Tax Demand (Income Tax e-Proceedings) | NIL | NIL | NIL |
| TDS | 12 | 39.40 | Towards TDS Defaults |
| Indirect Tax (GST) | 2 | 90.30 | The Company received a DRC 01C notice as the input tax credit availed by the Company in the return furnished in FORM GSTR-3B exceeded the amount of input tax credit available to the Company in accordance with the auto-generated statement containing the details of input tax credit made available to the Company in FORM GSTR-2B for the period Feb 2024 by an amount of ₹ 90,30,162.78. The Company has replied that they purchased a Machinery from Flybig MRO Private Limited in the month of February and the Concerned Party had not filed the GSTR 1 on time. Hence, the Company claimed the ITC on behalf of the Physical invoice. |
| Of the Directors | | | |

Rupal Sanjay Mandavia

| | | | |
|---|-----|-----|-----|
| Direct Tax Demand (Income Tax Outstanding Demand) | NIL | NIL | NIL |
| Direct Tax Demand (Income Tax e-Proceedings) | NIL | NIL | NIL |

Kripa Bhargav Mandavia

| | | | |
|---|-----|-----|-----|
| Direct Tax Demand (Income Tax Outstanding Demand) | NIL | NIL | NIL |
| Direct Tax Demand (Income Tax e-Proceedings) | NIL | NIL | NIL |

Mitul Natvarlal Mandavia

| | | | |
|---|-----|-----|-----|
| Direct Tax Demand (Income Tax Outstanding Demand) | NIL | NIL | NIL |
| Direct Tax Demand (Income Tax e-Proceedings) | NIL | NIL | NIL |

Manita Rani

| | | | |
|---|-----|-----|-----|
| Direct Tax Demand (Income Tax Outstanding Demand) | NIL | NIL | NIL |
| Direct Tax Demand (Income Tax e-Proceedings) | NIL | NIL | NIL |

Natrajhen Sivasubramanian

| | | | |
|---|-----|-----------------|--|
| Direct Tax Demand (Income Tax Outstanding Demand) | NIL | NIL | NIL |
| Direct Tax Demand (Income Tax e-Proceedings) | 2 | Unascertainable | Two Letters dated August 07, 2020 were issued calling for documents or clarification with respect to application for compounding of offence filed on December 18, 2019 in the case of Sh. S. Natrajhen Pr. Officer of M/s Spice Jet Limited. However, no proceedings happened thereafter, and the case is still ongoing. |

E. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding ₹ 10 lakhs of our Company's total Trade payables as per Restated financial statements, to small scale undertakings and other creditors as material dues for our Company. Our Board of Directors considers dues owed by our Company to the creditors exceeding ₹ 10 Lakhs of the Company's trade payables as per the last restated financial statements as material dues for the Company. The trade payables for the financial year ended on March 31, 2024 were ₹ 34.78 Lakhs Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 10 Lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on June 10, 2024. Based on these criteria, details of outstanding dues owed as on March 31, 2024 by our Company on are set out below:

(₹ in lakhs)

| Types of creditors | Number of creditors | Amount involved |
|--|---------------------|-----------------|
| A. Micro, small and medium enterprises | 11 | 8.12 |
| B. Other Creditors | 25 | 26.66 |
| Total (A+B) | 36 | 34.78 |
| C. Material Creditors | Nil | Nil |

The details pertaining to net outstanding dues towards our material creditors as on March 31, 2024 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at www.fwstc.co.in. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

F. MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 169 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Board of Directors, pursuant to a resolution passed at their meeting held on May 30, 2024, authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting held on June 07, 2024 authorized the Issue.

The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution dated July 26, 2024.

The Red Herring Prospectus has been approved by our Board pursuant to a resolution dated [●]

The Prospectus has been approved by our Board pursuant to a resolution dated [●]

In-principle Approval:

Our Company has obtained In-Principle approval from SME platform of BSE Limited (“BSE SME”) for using its name in the Offer Documents pursuant to an approval letter dated [●] letter no. [●] from SME platform of BSE Limited. SME platform of BSE Limited is the Designated Stock Exchange.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

We confirm that our Company, Promoter, Promoter Group and Directors have not been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoter, Promoter Group or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Company, nor Promoter, nor Promoter Group, nor any of our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.
- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or Director.
- Neither our Promoter, nor Promoter Group, nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoter, nor Promoter Group nor our Directors, are Wilful Defaulters or fraudulent borrowers.

PROHIBITION BY RBI

Neither our Company, nor Promoter, nor Promoter Group, nor any of our Directors or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 186 of this Draft Red Herring Prospectus.

Neither our Company, our Promoter, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI (ICDR) Regulations, 2018.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, the Promoter and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Draft Red Herring Prospectus.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled “*Outstanding Litigations and Material Developments*” beginning on page 186 respectively, of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THE ISSUE

Our Company is an “*unlisted issuer*” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible in terms of Regulation 228, 229(2) and 230 of SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018. Our Company is eligible for the Issue in accordance with Regulation 229(2) of the SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, as we are an Issuer whose post issue face value capital is more than ten crore rupees and upto twenty five crore rupees and we may hence, Issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the SME platform of BSE Limited).

We confirm that:

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Issue is 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the total issue size. For further details pertaining to said underwriting please refer to chapter titled “*General Information-Underwriting*” beginning on page 55 of this Draft Red Herring Prospectus.

In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, 2018, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares in this Issue on the SME platform of BSE Limited. For further details of the arrangement of market making please refer to chapter titled “*General Information*” beginning on page 55 and details of the Market Making Arrangements for this please refer to chapter titled “*The Issue*” beginning on page 50 of this Draft Red Herring Prospectus.

In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed Allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 8 (eight) working days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 8 (eight) working days, be liable to repay such application money, with an interest at the rate as prescribed under SEBI (ICDR) Regulations 2018, the Companies Act, 2013 and applicable laws. 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.

In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.

In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.

In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoter or directors is a fugitive economic offender.

In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made SME platform of BSE Limited is the Designated Stock Exchange.

In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.

In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid-up.

In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoter are already in dematerialised form.

As per Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, our Company satisfies track record and / or other eligibility conditions of SME platform of BSE Limited in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations as below:

1. Our Company was incorporated on June 16, 2011 with Registrar of Companies, Mumbai under the Companies Act, 1956 in India.
2. The Main Object of the Company is To carry on the business in India or abroad to establish promote, subsidies, encourage, provide, maintain, organize, undertaken management, consult, equip, develop, operate, conduct, run or otherwise to provide practical and theoretical trainings, including training on simulators and education programme in the field of aviation either on its own or in joint venture with other university/ies and institution center / colleges/institutes/ academies for the purpose of imparting, spreading and promoting knowledge, learning, training, development opportunities through graduate courses, diploma courses, special courses, higher studies, advanced studies, teaching, scholarship in the aviation field and impart education in civil aviation, aeronautical engineering, flying and ground training and to develop, train and educate pilots, navigators, mechanics, aeronautical engineers and enable them to obtain commercial pilot license for flying planes and helicopters.
3. The Paid-up Capital of the Company is ₹ 766.43 Lakh comprising 76,64,328 Equity shares.
4. The Post Issue Paid up Capital (Face Value) of the company will be ₹ [●] comprising [●] Equity Shares. So, the company has fulfilled the criteria of Post Issue Paid up Capital shall be more than Ten Crore Rupees and upto Twenty-Five Crore Rupees.
5. The Company has a track record of at least 3 years as on the date of filling Draft Red Herring Prospectus.
6. As on March 31, 2024 the Company has net tangible assets of ₹ 2,387.97 lakhs.
7. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 3 financial years preceding the application and its net-worth as on March 31, 2024 is positive:

(₹ in Lakhs)

| Particulars | For financial year ended on | | |
|---|-----------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Networth as per Restated Financials Statements ⁽¹⁾ | 2,387.97 | 105.15 | (308.23) |
| Operating Profit (Earnings before depreciation and tax and other income from operations) ⁽²⁾ | 1,449.79 | 493.30 | (131.98) |

⁽¹⁾ Networth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.

⁽²⁾ Operating Profit = Net profit after Tax + Finance Cost + Tax Expense – Other Income.

8. The leverage ratio of the Company is 0.35 which is not more than 3:1.
9. Our Company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement with Central Depository Services Limited (CDSL) dated January 05, 2024 and National Securities Depository Limited (NSDL) dated February 23, 2024 for dematerialization of its Equity Shares already issued and proposed to be issued.
10. The Company has not been referred to Board for Industrial and Financial Reconstruction.
11. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
12. None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.
13. There is no winding up petition against the Company, which has been admitted by a court of competent jurisdiction or liquidator has not been appointed.
14. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

15. There has been no significant change in the promoter(s) of the Company in the one year preceding the date of filing application to SME platform of BSE Limited.
16. The Company has a website: www.fwstc.co.in
17. There has been no name change in the Company since incorporation.
18. The composition of the board is in compliance with the requirements of Companies Act, 2013.
19. Since our company's incorporation, we have not filed an Offer Document with SEBI or any exchanges. Therefore, there has been no withdrawal or rejection of any issue.

We further confirm that we shall be complying with all other requirements as laid down for such Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME platform of BSE Limited.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS, 2018

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations, 2018. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations, 2018, with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, GRETEX CORPORATE SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. IN FORCE FOR THE TIME BEING, THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, GRETEX CORPORATE SERVICES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JULY 26, 2024. THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND / OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENTS / OFFER DOCUMENTS.

Note:

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company from any liabilities under sections 34, 35 and 36(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Manager any irregularities or lapses in this Draft Red Herring Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Delhi in terms of Section 26 and Section 32 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk. The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the agreement entered between the Book Running Lead Manager (Gretex Corporate Services Limited) and our Company on June 11, 2024, and the Underwriting Agreement dated June 11, 2024 entered into between the Underwriters and our Company and the Market Making Agreement dated June 11, 2024 entered into among the Market Maker and our Company. All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere. The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares 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 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 Issue.

CAUTION

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters 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 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 Issue.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issue handled by M/s. Gretex Corporate Services Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer Annexure A to this Draft Red Herring Prospectus and the website of the Book Running Lead Manager at www.gretexcorporate.com.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, AIFs state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Gurgaon, Haryana only.



No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed at SME platform of BSE Limited for its observations and BSE Limited will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and this Draft Red Herring Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM BSE LIMITED

BSE Limited ("BSE") has vide its letter dated [●] given permission to "Flywings Simulator Training Centre Limited" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME Platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company.
- iv. warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the Equity Shares are offered by the Company and investors are informed to take the decision to invest in the Equity Shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the Equity Shares are offered by the Company is determined by the Company in consultation with the Merchant Banker to the Issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof
- vi. The Company has chosen the SME Platform on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE / other regulatory authority. Any use of the SME Platform and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly,

the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur.

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

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING

This Draft Red Herring Prospectus is being filed with the SME Platform of BSE Limited 20th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra, India. This Draft Red Herring 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, 2018.

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered for filing to the Registrar of Companies, Delhi at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019.

LISTING

Application have been made to SME Platform of BSE Limited for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its SME Platform of BSE Limited after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform of BSE Limited is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Red Herring Prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within such time prescribed by SEBI or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within 3 (three) Working Days of the Issue Closing Date.

The Company has obtained approval from BSE vide letter dated [●] to use the name of BSE in this issue document for listing of equity shares on SME Platform of BSE Limited.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of Section 38(1) of the Companies Act, 2013 which is reproduced below:

Any person who-

- *Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under Section 447 of the Companies, Act 2013.*

CONSENTS

Consents in writing of Our Directors, Promoter, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Key Managerial Personnel, Book Running Lead Manager, Underwriters, Market Maker to the Issue, Registrar to the Issue, Legal Advisor to the Issue, and Banker(s) to the Company to act in their respective capacities shall be obtained as required as required under Section 26 and Section 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the Registrar of Companies. Our Statutory Auditor holds Peer Reviewed Certificate. For the purpose of inclusion of Restated Financial Statements in the Offer Document, M/s Jay Gupta & Associates, has given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the Registrar of Companies.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s Jay Gupta & Associates, Peer Review Auditor of the Company have agreed to provide their written consent to the inclusion of their respective reports on “*Statement of Possible Tax Benefits*” relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

EXPERT TO THE ISSUE

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

- Report of the Statement of Possible of Tax Benefits dated July 19, 2024.
- Report of the Auditor on the Restated Financial Statements of our Company for the Financial Year ended on March 31, 2024, March 31, 2023 and March 31, 2022 of our Company dated July 19, 2024.
- Legal Advisor Certificate on litigation matter issued by M/s. Zenith India Lawyers.

EXPENSES TO THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter “*Objects of the Issue*” beginning on page 77 of this Draft Red Herring Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Book Running Lead Manager

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter issued by our Company to the Book Running Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated June 11, 2024 for all out-of-pocket expenses including cost of stationery, postage, and stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post / speed post / under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned in accordance with Section 40 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and / or public issues since incorporation and are an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations, 2018.

CAPITAL ISSUES IN THE LAST THREE (3) YEARS BY LISTED GROUP COMPANIES / SUBSIDIARY / ASSOCIATES

None of our Group Company / Associates that are listed on any Stock Exchange has made any Capital Issue in the last three (3) years. We do not have any subsidiary as on date of this Draft Red Herring Prospectus.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page 66 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the Initial Public Offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES 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.

None of the equity shares of Companies under same management are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, 2018, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.

LISTED SUBSIDIARY / PROMOTER

We do not have any listed Subsidiary or Promoter Company as on date of this Draft Red Herring Prospectus.

OPTION TO SUBSCRIBE

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

OUTSTANDING CONVERTIBLE INSTRUMENTS:

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Red Herring Prospectus

PARTLY PAID-UP SHARES

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “**Unlisted Issuer**” in terms of the SEBI (ICDR) Regulations, 2018, and this Issue is an “**Initial Public Offering**” in terms of the SEBI (ICDR) Regulations, 2018. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company has appointed Bigshare Services Private Limited as the Registrar to the Issue to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor’s grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company will obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI Circular (CIR/OIAE/1/2014) dated December 18, 2014, and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through 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

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on June 10, 2024. For further details, please refer to the chapter titled “**Our Management**” beginning on page 137 of this Draft Red Herring Prospectus.

Our Company has appointed Mr. Robbin as Company Secretary & Compliance Officer and he may be contacted at the following address:

Mr. Robbin

Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana, India, 122001.

Tel: 01244957945

Email: cs@fwstc.co.in

Website: www.fwstc.co.in

Investors can contact the Company Secretary and Compliance officer or the Registrar in case of any Pre-Issue or Post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

Disposal of Investor Grievances by Listed Companies under the same Management

None of our Group Companies / Associates / Subsidiary are listed on any Stock Exchange as on the date of filing this Draft Red Herring Prospectus.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 66 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

TAX IMPLICATIONS

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "*Statement of Possible Tax Benefits*" beginning on page 84 of this Draft Red Herring Prospectus.

PURCHASE OF PROPERTY

Other than as disclosed in this Draft Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and / or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under sections titled "*Our Management*" and "*Related Party Transactions*" beginning on pages 137 and 167 respectively of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

SECTION XI: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents / certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government Of India, the Stock Exchange, the Registrar of Companies, the RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the Government Of India, the Stock Exchange, the Registrar of Companies and / or any other authorities while granting its approval for the Issue.

Please note that, in terms of Regulation 256 of the SEBI (ICDR) Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice. However, due to the outbreak of COVID19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 (three) Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (“UPI Phase III”). Accordingly, the Issue 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 read with 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 and SEBI Circular no. SEBI/HO/CFD/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

AUTHORITY FOR THE PRESENT ISSUE

This Public Issue has been authorized by a resolution of our Board of Directors passed at their meeting held on May 30, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the General Meeting. The shareholders have authorized the Issue by a Special Resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of our Company held on June 07, 2024.

RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum of Association and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividends and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and

other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, '*Main Provisions of Article of Association*', beginning on page 250 of this Draft Red Herring Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, Article of Association, the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 any other rules, regulations or guidelines as may be issued by Government of India in connection there to and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, in cash as per the provisions of the Companies Act and our Articles of Association. For further details in relation to dividends, please refer to sections titled, '*Dividend Policy*' and '*Main Provisions of Article of Association*', beginning on page 166 and 250 respectively, of this Draft Red Herring Prospectus.

FACE VALUE AND ISSUE PRICE

The face value of each Equity Share is ₹ 10.00 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share ("Floor Price") and at the higher end of the Price Band is ₹ [●] per Equity Share ("Cap Price"). The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised, at least 2 (two) Working Days prior to the Bid / Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] edition of Gurgaon, Haryana, a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the Book Running Lead Manager, after the Bid / Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

The Issue Price is determined by our Company in consultation with the Book Running Lead Manager and is justified under the Section titled, '*Basis for Issue Price*', beginning on page 84 of this Draft Red Herring 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 ICDR REGULATIONS

Our Company shall comply with all requirements of the ICDR Regulations, as amended time to time.

COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS

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

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive annual reports and 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, in accordance with the provisions of the Companies Act, 2013;
- Right to receive Issue 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, subject to applicable laws, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, as may be applicable, terms of the Listing Regulations and the Memorandum of Association and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and / or consolidation / splitting, etc., please refer to Section titled, '*Main Provisions of the Articles of Association*', beginning on page 250 of this Draft Red Herring Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialised form. As per the existing ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all Applicants. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated February 23, 2024 between National Securities Depository Limited, our Company and Registrar to the Issue; and
- Tripartite Agreement dated January 05, 2024 between Central Depository Services (India) Limited, our Company and Registrar to the Issue.

The ISIN of the company is INE0SQZ01015.

MARKET LOT AND TRADING LOT

Trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012, and the same may be modified by BSE Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. 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 Lakhs per application.

MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 of ICDR Regulations, the minimum number of Allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective Allottees is less than 50, no Allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 2 (two) Working Days of closure of Issue.

JOINT HOLDERS

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the First / Sole 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 this section shall upon the production of such evidence as may be required by the Board of Directors, 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, our Board of Directors 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 days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant would prevail. If the Applicants require changing the nomination, they are requested to inform their respective Depository Participant.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company, in consultation with Book Running Lead Manager, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within 1 (one) Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

ISSUE PROGRAM

| | |
|---|-----|
| Bid / Issue Opened on | [●] |
| Bid / Issue Closed on | [●] |
| Finalization of Basis of Allotment with the Designated Stock Exchange | [●] |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account* | [●] |
| Credit of Equity Shares to Demat accounts of Allottees | [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange | [●] |

Note ¹Our Company in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid / Issue Period was opened 1 (one) Working Day prior to the Bid / Issue Opening Date in accordance with the SEBI ICDR Regulations

2 Our Company in consultation with the Book Running Lead Manager, consider closing the Bid / Issue Period for QIBs 1 (one) Working Day prior to the Bid / Issue Closing Date in accordance with the SEBI ICDR Regulations.

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation / withdrawal / deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such*

multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted / partially allotted Application, exceeding 2 (two) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding 2 (two) Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue Book Running Lead Manager shall be liable for compensating the Applicant at a uniform rate of 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. 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 02, 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 or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 (three) Working Days of the Bid / Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid / Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Submission of Application Forms:

| Issue period (except the Issue Closing Date) | |
|---|--|
| Submission and Revision of Application Form | Only between 10.00 a.m. to 5.00 p.m. IST |
| Issue Closing Date | |
| Submission and Revision of Application Form | Only between 10.00 a.m. to 3.00*# p.m. IST |

*UPI mandate end time and date shall be at 5.00 pm on Issue Closing Date

On the Issue Closing Date, the Applications shall be uploaded until:

- I. Until 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and
- II. Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to the Stock Exchange.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid / Issue Closing Date, Applicants are advised to submit their applications 1(one) day prior to the Issue Closing Date and, in any case, not later than 3:00 p.m. (IST) on the Bid / Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of Bid-Cum-Application Forms are received on the Issue Closing Date, as is typically experienced in public issue, some Bid-Cum-Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum-Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Bid-Cum-Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid-Cum-Application Forms due to faults in any software / hardware system or otherwise.

In accordance with 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 Investors can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Investors, in this Issue will be on a proportionate basis.

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

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid / Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid / Issue Period will be extended by at least 3 (three) additional Working Days following such revision of the Price Band, subject to the Bid / Issue Period not exceeding a total of 10 (Ten) Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of 3 (three) Working Days, subject to the Bid / Issue Period not exceeding 10 (Ten) Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

MINIMUM SUBSCRIPTION

In accordance with Regulation 260 (1) of ICDR Regulations, this Issue is 100% underwritten, so this Issue is not restricted to any minimum subscription level .

As per section 39 of the new Companies Act, 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 this Draft Red Herring Prospectus, the Application Amount has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Offer document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Draft Red Herring 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 Lakhs (Rupees One Lakhs) per application.

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

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261 (5) of the ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE limited.

APPLICATION BY ELIGIBLE NRIS, FPIS / FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND ELIGIBLE QFIS

It is to be understood that there is no reservation for Eligible NRIs or FPIs / FIIs registered with SEBI or VCFs or Eligible QFIs. Such Eligible NRIs, Eligible QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of allocation.

NRIs, FPIs / FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident

shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

The current provisions of the Foreign Exchange Management (Transfer or 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.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE.

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No. 20 / 2000-RB dated May 03, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for Equity Share allocation.

RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the Section titled, '*Capital Structure*', beginning on page 66 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation / splitting of Equity Shares. For further details, please refer to the Section titled, '*Main Provisions of the Articles of Association*', beginning on page 250 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the Applicants of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

NEW FINANCIAL INSTRUMENTS

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode.

Further, in accordance with the 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. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

MIGRATION TO MAIN BOARD

Our Company may migrate its securities from SME Platform of BSE Limited to Main Board Platform of the BSE Limited, if we fulfil the criteria as per SEBI (ICDR) Regulation and as per BSE Circular dated November 24, 2023.

A. As per BSE guidelines

As per BSE Circular dated November 24, 2023, our Company may migrate its securities from SME Platform of BSE Limited to main board platform of the BSE Limited.

| Eligibility Criteria | Details |
|--|---|
| Paid up capital and market capitalization | Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum ₹ 25 Crores (Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.) |
| Promoter holding | Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application |
| Financial Parameters | <ul style="list-style-type: none"> The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange. The applicant company should have a Networth of at least ₹ 15 crores for 2 preceding full financial years. |
| Track record of the company in terms of listing/ regulatory actions, etc | The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years. |
| Regulatory action | <ul style="list-style-type: none"> No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoter / promoter group by any stock Exchange having nationwide trading terminals. No Debarment of company, promoter / promoter group, subsidiary company by SEBI. No Disqualification/Debarment of directors of the company by any regulatory authority. The applicant company has not received any winding up petition admitted by a NCLT |
| Public Shareholder | The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern |
| Other parameters like No. of shareholders, utilization of funds | <ul style="list-style-type: none"> No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies. No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoter / promoter group /promoting company(ies), Subsidiary Companies. The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform. The applicant company has no pending investor complaints. Cooling off period of 2 months from the date the security has come out of trade-to-trade category |

B. As per ICDR guidelines

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Platform of BSE Limited on a later date subject to the following:

If the paid-up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may migrate equity shares to the main board of the stock exchanges if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board.

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

OR

Where the post-issue face value capital of the Company listed on a SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board:

Provided that no further issue of capital by the Company shall be made unless;

The shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein:

- a. the votes cast by shareholders other than promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- b. the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

MARKET MAKING

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE Limited, wherein the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE Limited for a minimum period of 3 years from the date of listing on the SME Platform of BSE Limited.

For further details of the agreement entered into between our Company, the Book Running Lead Manager and the Market Maker please refer to Section titled, '*General Information - Details of the Market Making Arrangements for this Issue*', beginning on page 55 of this Draft Red Herring Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

| Issue size | Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size) | Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size) |
|------------------|---|---|
| Upto ₹ 20 Crores | 25% | 24% |

Further, the Market Maker shall give (2) Two ways quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Gurgaon Haryana, 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 Issued or sold within the United States to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.

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

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Draft Red Herring Prospectus with the Registrar of Companies publish a pre-Issue 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.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. 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 and regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company's post issue paid up capital is more than ten crore rupees and up to twenty-five crore rupees. Our Company shall issue equity shares to the public and propose to list the same on the SME Platform of BSE Limited. For further details regarding the salient features and terms of such this issue, please refer to chapter titled **"Terms of the Issue"** and **"Issue Procedure"** beginning on page 202 and 216 respectively of this Draft Red Herring Prospectus.

Initial Public Issue of upto **30,33,000*** Equity Shares of ₹10.00 each (the "Equity Shares") for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹[●] per Equity Share), aggregating up to ₹[●] Lakhs ("the Issue") by the issuer Company (the "Company").

* Assuming Full Subscription

The Issue comprises a reservation of upto [●] Equity Shares of face value of ₹10.00 each fully paid for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs for subscription by the designated Market Maker (Market Maker Reservation Portion) and a Net Issue to Public of upto [●] Equity Shares of face value of ₹ 10.00 each fully paid for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs (the Net Issue). The Issue and the Net Issue will constitute [●] % and [●] % respectively of the Post Issue Paid-up Equity Share Capital of the Company. The Issue is being made through the Book Building Process.

| Particulars of the Issue ⁽²⁾ | Market Maker Reservation Portion | QIBs ⁽¹⁾ | Non-Institutional Investors | Retail Individual Investors |
|--|----------------------------------|--|---|---|
| Number of Equity Shares available for allocation | Upto [●] Equity Shares | Not more than [●] Equity Shares | Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders. | Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders. |
| Percentage of Issue Size available for allocation | [●] % of the Issue Size | Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion. | Not less than 15% of the Issue less allocation to QIB Bidders and RIBs will be available for allocation. | Not less than 35% of the Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation |
| Basis of Allotment ⁽³⁾ | Firm Allotment | Proportionate as follows (excluding the Anchor Investor Portion): | Allotment to each Non - Institutional Bidder shall not be less than the Minimum NIB | Allotment to each Retail Individual Bidder shall not be less than the |

| | | | | |
|--------------------------|--|--|--|--|
| | | <p>(a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation</p> | <p>Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see “<i>Issue Procedure</i>” beginning on page 216 of this Draft Red Herring Prospectus.</p> | <p>maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on proportionate basis. For details, see “<i>Issue Procedure</i>” beginning on page 216 of this Draft Red Herring Prospectus.</p> |
| Mode of Allotment | Compulsorily in dematerialized form. | | | |
| Minimum Bid Size | Upto [●] Equity Shares | Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000 | Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000 | [●] Equity Shares |
| Maximum Bid Size | Upto [●] Equity Shares | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000 |
| Trading Lot | [●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018. | [●] Equity Shares and in multiples thereof | [●] Equity Shares and in multiples thereof | [●] Equity Shares and in multiples thereof |
| Terms of Payment | Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾ | | | |

| | | | | |
|--------------------|--------------------------------|--|-------------------------------|---|
| Mode of Bid | Only through the ASBA process. | | Only through the ASBA process | Through ASBA Process Through Banks or by using UPI ID for payment |
|--------------------|--------------------------------|--|-------------------------------|---|

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

(1) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.

(2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.

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

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under **“Issue Procedure - Bids by FPIs”** on page 216 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company in consultation with Book Running Lead Manager, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within 1 (one) Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

JURISDICTION

Exclusive jurisdiction for the purpose of this issue is with the competent courts / authorities at Gurgaon, Haryana, India.

ISSUE PROGRAMME

| | |
|---|---|
| Bid / Issue Opens on | ● |
| Bid / Issue Closes on | ● |
| Finalization of Basis of Allotment with the Designated Stock Exchange | ● |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account* | ● |
| Credit of Equity Shares to Demat accounts of Allottees | ● |
| Commencement of trading of the Equity Shares on the Stock Exchange | ● |

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

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 Issue Period at the Application Centers mentioned in the Bid-Cum-Application Form except that on the Issue Closing Date applications will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time).

Standardization of cut-off time for uploading of applications on the Bid / Issue Closing Date:

- a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
- b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE Limited after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to BSE Limited within half an hour of such closure.

It is clarified that Bids not uploaded 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-Cum- Application Form, for a particular bidder, the details as per physical Bid-Cum-application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on / or after May 1, 2021, except as amended pursuant to SEBI circular 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, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 (six) working days to 3 (three) working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to 3 (three) Working Days. Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of BSE Limited (“BSE SME”) to act as intermediaries for submitting Application Forms are provided on www.bseindia.com For details on their designated branches for submitting Application Forms, please see the above-mentioned website of SME Platform of BSE Limited (“BSE SME”).

Please note that the information stated / covered in this section may not be complete and / or accurate and as such would be subject to modification / change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Further, the Company and the Book Running Lead Manager are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

PHASED IMPLEMENTATION OF UPI FOR BIDS BY RETAIL INDIVIDUAL BIDDERS AS PER THE UPI CIRCULAR

SEBI has issued circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from 6 (six) working days to up to 3 (three) working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be 6 (six) working days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be 6 (six) working days during this phase.

Phase III: 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 SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to 3 (three) Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

Pursuant to the SEBI UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – issue Book Running Lead Manager will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit

between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI payment mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Issue will be made under UPI Phase III of the UPI Circular.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in public Offers where the application amount is up to ₹ 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a syndicate member
- a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
- a depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- a registrar to the issue and shares transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the Book Running Lead Manager’s.

Our Company, the Promoter and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus. Further, our Company, the Promoter and the Members of the Syndicate are not liable for any adverse occurrences’ consequent to the implementation of the UPI Mechanism for application in the Issue.

BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue Paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process.

The allocation to the public will be made as per Regulation 253 of SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Accordingly, we have allocated the Net Issue i.e., not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders and not more than 50% of the Net Issue shall be allocated on a proportionate basis to QIBs.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the

discretion of our Company in consultation with the Book Running Lead Manager, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN and UPI ID (for RIBs using the UPI Mechanism), shall be treated as incomplete and will be rejected. Eligible Employees Bidding in the Employee Reservation Portion Bidding using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.

AVAILABILITY OF RED HERRING PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE Limited i.e. www.bseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. The Application Form shall contain space for Indicating number of specified securities subscribed for in Demat form.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries, and the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the website of the BSE Limited (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected.

UPI Bidders Bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidder using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid cum Application Forms) and Bid cum Application Forms not bearing such specified stamp may be liable for rejection.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSBs or sponsor banks, as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The prescribed colour of the Application Form for various categories is as follows:

| Category | Colour of Bid cum Application Form* |
|---|--|
| Anchor Investors ¹ | Grey |
| Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis [^] | White |

| | |
|--|------|
| Non-Residents including FPIs, Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis ^ | Blue |
|--|------|

*Excluding electronic Bid cum Application Form

^Electronic Bid cum Application Form and the abridge prospectus will be made available for download on the website of the stock exchange (www.bseindia.com)

¹ Bid cum Application Forms for Anchor Investors shall be available at the offices of the Book Running Lead Manager

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit / deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – “Designated Intermediaries”)

| Sr. No. | Designated Intermediaries |
|---------|--|
| 1. | An SCSB, with whom the bank account to be blocked, is maintained |
| 2. | A syndicate member (or sub-syndicate member) |
| 3. | A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’) |
| 4. | A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity) |
| 5. | A registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity) |

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

| | |
|--|---|
| For Applications submitted by Investors to SCSB: | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| For applications submitted by investors to intermediaries other than SCSBs: | After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |
| For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment: | After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account. |

The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid / Issue Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid / Issue Period until the Cut-Off Time. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank and the Bankers to the Issue. The Book Running Lead Managers shall also be required to obtain the audit trail from the Sponsor Bank and the Bankers to the Issue for analysing the same and fixing liability.

Stock exchange shall allow modification of selected fields viz. DP ID / Client ID or Pan ID (Either DP ID / Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

Availability of Abridged Prospectus and Bid Cum Application Forms

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE (www.bseindia.com) at least one day prior to the Bid / Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.

Who can Bid?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- Indian nationals’ resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- Foreign Venture Capital Investors registered with the SEBI;
- Trusts / societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and / or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Multilateral and bilateral development financial institution;
- Eligible QFIs;
- Insurance funds set up and managed by army, navy or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, India;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

- Minors (except through their Guardians)
- Partnership firms or their nominations
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No. 20/2000-RB dated May 3, 2000 under FDI

Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed 2,00,000.00. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed 2,00,000.00.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000.00 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000.00 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company in consultation with the Book Running Lead Manager will decide the Price Band and the minimum Bid lot size for the Issue. The Book Running Lead Manager and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of 3 (three) Working Days and shall not exceed 10 (Ten) Working Days. The Bid / Issue Period maybe extended, if required, by an additional 3 (three) Working Days, subject to the total Bid / Issue Period not exceeding 10 (Ten) Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and [●] Edition of Regional newspaper of Gurgaon, Haryana where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid / Issue Period, Retail Individual Bidders, should approach the Book Running Lead Manager or their authorized agents to register their Bids. The Book Running Lead Manager shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid / Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the Book Running Lead Manager (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder / Applicant at or above the Issue Price will be considered for allocation / Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a Book Running Lead Manager or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another Book Running Lead Manager or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph **“Buildup of the Book and Revision of Bids”**.
- e) Except in relation to the Bids received from the Anchor Investors, the Book Running Lead Manager / the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- f) The Book Running Lead Manager shall accept the Bids from the Anchor Investors during the Anchor Investor Bid / Issue Period i.e., 1 (one) working day prior to the Bid / Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section **“Issue Procedure”** beginning on page 216 of this Draft Red Herring Prospectus.
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal / failure of the Issue or until withdrawal / rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a) Our Company in consultation with the Book Running Lead Manager, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid / Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e., the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the Book Running Lead Manager, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders May Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque / demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding

Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

- e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

PARTICIPATION BY ASSOCIATES / AFFILIATES OF BOOK RUNNING LEAD MANAGER AND THE SYNDICATE MEMBERS:

The Book Running Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the Book Running Lead Manager nor any persons related to the Book Running Lead Manager (other than Mutual Funds sponsored by entities related to the Book Running Lead Manager) , Promoter and Promoter Group can apply in the Issue under the Anchor Investor Portion.

OPTION TO SUBSCRIBE IN THE ISSUE:

- a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in Demat segment only.
- c) A single application from any investor shall not exceed the investment limit / minimum number of Equity Shares that can be held by him / her / it under the relevant regulations / statutory guidelines and applicable law.

INFORMATION FOR THE BIDDERS:

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Red Herring Prospectus to be registered with the Registrar of Companies and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Draft Red Herring Prospectus with the Registrar of Companies at least 3 (three) days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and / or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the

SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his / her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1) (ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the Book Running Lead Manager.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 lakhs.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open 1 (one) Working Day before the Bid / Issue Opening Date and be completed on the same day.
5. Our Company in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid / Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid / Issue Opening Date, through intimation to the Stock Exchange.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid / Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
10. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
11. The Book Running Lead Manager, our Promoter, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the Book Running Lead Manager) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the Book Running Lead Manager and made available as part of the records of the Book Running Lead Manager for inspection by SEBI.
12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

BIDS BY ELIGIBLE NRI'S:

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Book Running Lead Manager and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding

of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits for an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY HUF'S:

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS:

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES:

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a networth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

BIDS BY LIMITED LIABILITY PARTNERSHIPS:

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

BIDS BY INSURANCE COMPANIES:

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- Equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- The industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY:

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and / or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.

- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form.
- e) Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the Book Running Lead Manager may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹ 25.00 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25.00 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S:

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

TERMS OF PAYMENT

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

PAYMENT MECHANISM

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal / failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a) In case of resident Anchor Investors: — “[●]”
- b) In case of Non-Resident Anchor Investors: — “[●]”
- c) Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - a) the applications accepted by them,
 - b) the applications uploaded by them
 - c) the applications accepted but not uploaded by them or
 - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to;
 - (i) The applications accepted by any Designated Intermediaries
 - (ii) The applications uploaded by any Designated Intermediaries or
 - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

| Sr. No. | Details* |
|---------|-------------------|
| 1. | Symbol |
| 2. | Intermediary Code |
| 3. | Location Code |
| 4. | Application No. |
| 5. | Category |
| 6. | PAN |
| 7. | DP ID |
| 8. | Client ID |

| | |
|-----|----------|
| 9. | Quantity |
| 10. | Amount |

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields.*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
 - Name of the Bidder;
 - IPO Name;
 - Bid Cum Application Form Number;
 - Investor Category PAN (of First Bidder, if more than one Bidder);
 - DP ID of the demat account of the Bidder;
 - Client Identification Number of the demat account of the Bidder;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and / or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid / Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid / Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

BUILD OF THE BOOK

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the Book Running Lead Manager at the end of the Bid / Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid / Issue Period.

WITHDRAWAL OF BIDS

- a) RIIs can withdraw their Bids until Bid / Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid / Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

PRICE DISCOVERY AND ALLOCATION

- a) Based on the demand generated at various price levels, our Company in consultation with the Book Running Lead Manager, shall finalise the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Lead Manager, subject to compliance with the SEBI Regulations.

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

| Bid Quantity | Bid Amount (₹) | Cumulative Quantity | Subscription |
|--------------|----------------|---------------------|--------------|
| 500 | 24 | 500 | 16.67% |
| 1,000 | 23 | 1,500 | 50.00% |
| 1,500 | 22 | 3,000 | 100.00% |
| 2,000 | 21 | 5,000 | 166.67% |
| 2,500 | 20 | 7,500 | 250.00% |

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Issuer, in consultation with the Book Running Lead Manager, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Issue Price and cut-off

Bids are valid Bids and are considered for allocation in the respective categories.

SIGNING OF UNDERWRITING AGREEMENT AND REGISTERING OF RED HERRING PROSPECTUS / PROSPECTUS WITH REGISTRAR OF COMPANIES

- a) Our company has entered into an Underwriting Agreement dated June 11, 2024.
- b) A copy of Red Herring Prospectus will be registered with the Registrar of Companies and copy of Prospectus will be registered with Registrar of Companies in terms of Section 26 and Section 32 of Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Draft Red Herring Prospectus with the Registrar of Companies, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid / Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:

Our Company will issue a statutory advertisement after the filing of the Prospectus with the Registrar of Companies. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS:

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid / Issue period and withdraw their Bids until Bid / Issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;

8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;

24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only.
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹ 2,00,000.00 (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

OTHER INSTRUCTIONS FOR THE BIDDERS' JOINT BIDS

Joint Bids

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form / Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any pre-issue or post issue related problems regarding demat credit / refund orders / unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

- a) During the Bid / Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the Draft Red Herring Prospectus.

GROUNDS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;

- Bids for number of Equity Shares which are not in multiples as specified in the Draft Red Herring Prospectus;
- The amounts mentioned in the Bid cum Application Form / Application Form does not tally with the amount payable for the value of the Equity Shares Bid / Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the Draft Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest / money order / postal order / cash / cheque / demand draft / pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid / Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant 's identity (DP ID) and the beneficiary 's account numbers.
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act.
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form / Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form / Application Form. Bids not duly signed by the sole / First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH

PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Draft Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Draft Red Herring Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

a) For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b) For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c) For QIBs

For the Basis of Allotment to Anchor Investors, Bidders / Applicants may refer to the SEBI ICDR Regulations or Red Herring Prospectus / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●] % of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than [●] % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
 - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
 - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
 - Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

d) ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the Book Running Lead Manager, subject to compliance with the following requirements:
 - i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to ₹2 crores;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹2 crores and up to ₹25 crores subject to minimum allotment of ₹1 crores per such Anchor Investor; and
 - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the Book Running Lead Manager, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:

In the event of the Issue Being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000.00 Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

ISSUANCE OF ALLOTMENT ADVICE:

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

3. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 (two) working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within 1 (one) working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

DESIGNATED DATE:

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment / or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 (two) working days of the Bid / Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM:

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public 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 Centre is available on the websites of BSE Limited i.e., www.bseindia.com and National Stock Exchange of India Limited i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., www.bseindia.com

BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS:

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

SUBMISSION OF BID CUM APPLICATION FORM:

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

COMMUNICATIONS:

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY:

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and / or imprisonment in such a case.

RIGHT TO REJECT APPLICATIONS:

In case of QIB Bidders, the Company in consultation with the Book Running Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

IMPERSONATION:

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

UNDERTAKINGS BY OUR COMPANY:

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;

2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within 3 (three) working days from Issue Closure date.
3. That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
4. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
5. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 3 (Three) Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
6. That our Promoters' contribution in full has already been brought in;
7. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
9. If our Company does not proceed with the Issue after the Bid / Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid / Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
10. If our Company withdraws the Issue after the Bid / Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange / Registrar of Companies / SEBI, in the event our Company subsequently decides to proceed with the Issue;
11. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

UTILIZATION OF ISSUE PROCEEDS:

The Board of Directors of our Company certifies that:

1. All monies received out of the Issue shall be credited / transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2. Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.



EQUITY SHARES IN DEMATERIALIZED FORM WITH NATIONAL SECURITIES DEPOSITORY LIMITED OR CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED:

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated **February 23, 2024** between National Securities Depository Limited, our Company and Registrar to the Issue; and
- b) Tripartite Agreement **January 05, 2024** between Central Depository Services (India) Limited, our Company and Registrar to the Issue.

The Company's equity shares bear an International Securities Identification Number **INE0SQZ01015**.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade (“DPIIT”) issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2) / 2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the “FDI Policy”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015, as updated from time to time by RBI and Master Direction– Foreign Investment in India (updated up to March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to make certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Section 4 of the FDI Policy 2020 has to be obtained. The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge, or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that

- (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations;
- (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and
- (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an

entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

INVESTMENT CONDITION/ RESTRICTIONS FOR OVERSEAS ENTITIES

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI / OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment up to aggregate foreign investment level of 49% or sectoral / statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and / or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral / statutory cap.

INVESTMENT BY FPIS UNDER PORTFOLIO INVESTMENT SCHEME (“PIS”)

With regards to purchase / sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24% may be increased up to sectoral cap / statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

INVESTMENT BY NRI OR OCI ON REPATRIATION BASIS

The purchase / sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

INVESTMENT BY NRI OR OCI ON NON-REPATRIATION BASIS

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase / sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

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

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION XII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

FLYWINGS SIMULATOR TRAINING CENTRE LIMITED

Pursuant to Schedule I of the Companies Act, 2013 and the SEBI (ICDR) Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

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| 1. | 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. | Table F Applicable |
| | INTERPRETATION CLAUSE | |
| 2. | In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context: | |
| | (a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force. | Act |
| | (b) “These Articles” means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution. | Articles |
| | (c) “Auditors” means and includes those persons appointed as such for the time being of the Company. | Auditors |
| | (d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company. | Capital |
| | (e) “The Company” shall mean “ FLYWING SIMULATOR TRAINING CENTER LIMITED ” | Company |
| | (f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963. | Executor or Administrator |
| | (g) "Legal Representative" means a person who in law represents the estate of a deceased Member. | Legal Representative |
| | (h) Words importing the masculine gender also include the feminine gender. | Gender |
| | (i) "In Writing" and “Written” includes printing lithography and other modes of representing or reproducing words in a visible form. | In Writing and Written |
| | (j) The marginal notes hereto shall not affect the construction thereof. | Marginal notes |
| | (k) “Meeting” or “General Meeting” means a meeting of members. | Meeting or General Meeting |
| | (l) "Month" means a calendar month. | Month |
| | (m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act. | Annual General Meeting |
| | (n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof. | Extra-Ordinary General Meeting |

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| | (o) "National Holiday" means and includes a day declared as National Holiday by the Central Government. | National Holiday |
| | (p) "Non-retiring Directors" means a director not subject to retirement by rotation. | Non-retiring Directors |
| | (q) "Office" means the registered Office for the time being of the Company. | Office |
| | (r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act. | Ordinary and Special Resolution |
| | (s) "Person" shall be deemed to include corporations and firms as well as individuals. | Person |
| | (t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney. | Proxy |
| | (u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act. | Register of Members |
| | (v) "Seal" means the common seal for the time being of the Company. | Seal |
| | (w) Words importing the Singular number include where the context admits or requires the plural number and vice versa. | Singular number |
| | (x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company. | Statutes |
| | (y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time. | These presents |
| | (z) "Variation" shall include abrogation; and "vary" shall include abrogate. | Variation |
| | (aa) "Year" means the "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act. | Year and Financial Year |
| | Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force. | Expressions in the Act to bear the same meaning in Articles |
| | CAPITAL | |
| 3. | 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. | Authorized Capital |
| 4. | The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and 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. | Increase of capital by the Company how carried into effect |
| 5. | Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise. | New Capital same as existing capital |
| 6. | 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. | Non-Voting Shares |
| 7. | 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. | Redeemable Preference Shares |
| 8. | The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares. | Voting rights of preference shares |

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| 9. | <p>On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect:</p> <p>(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;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <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 55of 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> | <p>Provisions to apply on issue of Redeemable Preference Shares</p> |
| 10. | <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> | <p>Reduction of capital</p> |
| 11. | <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> | <p>Debentures</p> |
| 12. | <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> | <p>Issue of Sweat Equity Shares</p> |
| 13. | <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> | <p>ESOP</p> |
| 14. | <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> | <p>Buy Back of shares</p> |

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| 15. | 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 person and diminish the amount of its share capital by the amount of the shares so cancelled. | Consolidation, Sub-Division and Cancellation |
| 16. | 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. | Issue of Depository Receipts |
| 17. | 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. | Issue of Securities |
| MODIFICATION OF CLASS RIGHTS | | |
| 18. | <p>(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.</p> <p>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.</p> | Modification of rights |
| | (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. | New Issue of Shares not to affect rights attached to existing shares of that class. |
| 19. | 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. | Shares at the disposal of the Directors. |
| 20. | 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. | Power to issue shares on preferential basis. |
| 21. | 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. | Shares should be Numbered progressively and no share to be subdivided. |
| 22. | 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. |

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| | 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. | Subject to the provisions of the Act and these Articles, the Directors may allot 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. | Directors may allot shares as full paid-up |
| 24. | 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. | Deposit and call etc. to be a debt payable immediately. |
| 25. | 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. | Liability of Members. |
| 26. | 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. | Registration of Shares. |
| | 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 | |
| 28. | (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. | Share Certificates. |

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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> <p>(d) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is — “Issued in lieu of Share Certificate No..... sub-divided/replaced/on consolidation of Shares”.</p> | |
| 29. | <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.50.00 for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or 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> | Issue of new certificates in place of those defaced, lost or destroyed. |
| 30. | <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> <p>(b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p> | <p>The first named joint holder deemed Sole holder.</p> <p>Maximum number of joint holders.</p> |
| 31. | <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> | Company not bound to recognise any interest in share other than that of registered holders. |
| 32. | <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> | Installment on shares to be duly paid. |
| | UNDERWRITING AND BROKERAGE | |
| 33. | <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</p> | Commission |

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| | debentures in the Company, or procuring, or agreeing to procure subscriptions (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. | |
| 34. | The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful. | Brokerage |
| | CALLS | |
| 35. | (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. | Directors may make calls |
| 36. | 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. | Notice of Calls |
| 37. | 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. | Calls to date from resolution. |
| 38. | 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. | Calls on uniform basis. |
| 39. | 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. | Directors may extend time. |
| 40. | If a sum called in respect of the shares is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest upon the sum at such rate not exceeding 12% per annum or at such lower rate, if any, as the Board may determine, but the Board of Directors shall be at liberty to waive payment of that interest wholly or in part. | Calls to carry interest. |
| 41. | 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. | Sums deemed to be calls. |
| 42. | 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 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. | Proof on trial of suit for money due on shares. |

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| 43. | 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. | Judgment, decree, partial payment motto proceed for forfeiture. |
| 44. | <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> | Payments in Anticipation of calls may carry interest |
| | LIEN | |
| 45. | <p>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.</p> <p>Provided that the fully paid shares shall be free from all lien, while in the case of partly paid shares, the company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares.</p> | Company to have Lien on shares. |
| 46. | 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. | As to enforcing lien by sale. |
| 47. | 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. | Application of proceeds of sale. |
| | FORFEITURE AND SURRENDER OF SHARES | |

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| 48. | 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. | If call or installment not paid, notice may be given. |
| 49. | 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. | Terms of notice. |
| 50. | 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. | On default of payment, shares to be forfeited. |
| 51. | 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. | Notice of forfeiture to a member |
| 52. | 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. | Forfeited shares to be property of the Company and maybe sold etc. |
| 53. | 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. | Members still liable to pay money owing at time of forfeiture and interest. |
| 54. | 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. | Effect of forfeiture. |
| 55. | 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. | Evidence of Forfeiture. |
| 56. | 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 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 | Title of purchaser and allottee of Forfeited shares. |

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| | invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares. | |
| 57. | 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. | Cancellation of share certificate in respect of forfeited shares. |
| 58. | 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. | Forfeiture may be remitted. |
| 59. | 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. | Validity of sale |
| 60. | 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. | Surrender of shares. |
| | TRANSFER AND TRANSMISSION OF SHARES | |
| 61. | (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. | Execution of the instrument of shares. |
| 62. | 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. Provided that the company shall use a common form of transfer. | Transfer Form. |
| 63. | 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 been transmitted by operation of law. | Transfer not to be registered except on production of instrument of transfer. |
| 64. | 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) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien. | Directors may refuse to register transfer. |

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| | Provided That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever; | |
| 65. | 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. | Notice of refusal to be given to transferor and transferee. |
| 66. | 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. | No fee on transfer. |
| 67. | 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. | Closure of Register of Members or debenture holder or other security holders. |
| 68. | 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. | Custody of transfer Deeds. |
| 69. | 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. | Application for transfer of partly-paid shares. |
| 70. | 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. | Notice to transferee. |
| 71. | <p>(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.</p> <p>(b) Before recognizing 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</p> <p>(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.</p> | Recognition of legal representative. |
| 72. | The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such | Titles of Shares of deceased Member |

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| | 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. | |
| 73. | 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. | Notice of application when to be given |
| 74. | 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'. | Registration of persons entitled to share otherwise than by transfer. (transmission clause). |
| 75. | 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. | Refusal to register nominee. |
| 76. | 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. | Board may require evidence of transmission. |
| 77. | 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 thought 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. | Company not liable for disregard of a notice prohibiting registration of transfer. |
| 78. | 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. | Form of transfer Outside India. |
| 79. | No transfer shall be made to any minor, insolvent or person of unsound mind. | No transfer to insolvent etc. |
| | NOMINATION | |
| 80. | <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</p> | Nomination |

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| | <p>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> | |
| 81. | <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 maybe, 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 wouldbe 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 itto 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> | Transmission of Securities by nominee |
| | DEMATERIALIZATION OF SHARES | |
| 82. | 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. | Dematerialisation of Securities |
| | JOINT HOLDER | |
| 83. | 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 andother provisions contained in these Articles. | Joint Holders |
| 84. | (a) The Joint holders of any share shall be liable severally as well as jointly for and in respectof all calls and other payments which ought to be made in respect of such share. | Joint and several liabilities for all payments in respect of shares. |
| | (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 with any other person; | Title of survivors. |
| | (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 | Receipts of one sufficient. |
| | (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. | Delivery of certificate and giving of notices to first named holders. |
| | SHARE WARRANTS | |
| 85. | 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 authenticatedby 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. | Power to issue share warrants |

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| 86. | <p>(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.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant. The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p> | Deposit of share warrants |
| 87. | <p>(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.</p> <p>(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.</p> | Privileges and disabilities of the holders of share warrant |
| 88. | 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. | Issue of new share warrant coupons |
| CONVERSION OF SHARES INTO STOCK | | |
| 89. | <p>The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p> | Conversion of shares into stock or reconversion. |
| 90. | 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. | Transfer of stock. |
| 91. | 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. | Rights of stock holders. |
| 92. | Such of the regulations of the Company (other than those relating to share 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. | Regulations. |
| BORROWING POWERS | | |
| 93. | 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, any body 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. | Power to borrow. |
| 94. | 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 | Issue of discount etc. or with special privileges. |

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| | 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. | |
| 95. | 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, charge, 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. | Securing payment or repayment of Moneys borrowed. |
| 96. | 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. | Bonds, Debentures etc. to be under the control of the Directors. |
| 97. | 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. | Mortgage of uncalled Capital. |
| 98. | 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. | Indemnity may be given. |
| MEETINGS OF MEMBERS | | |
| 99. | All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings. | Distinction between AGM & EGM. |
| 100. | (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 convene Extra-Ordinary General Meeting of the members | Extra-Ordinary General Meeting by Board and by requisition |
| | (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. | When a director or any two Members may call an Extra Ordinary General Meeting |
| 101. | 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. | Meeting not to transact business not mentioned in notice. |
| 102. | 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 Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting. | Chairman of General Meeting |

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| 103. | No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant. | Business confined to election of Chairman whilst chair is vacant. |
| 104. | <p>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.</p> <p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>d) Save as aforesaid, 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.</p> | Chairman with his consent may adjourn meeting. |
| 105. | 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. | Chairman's casting vote. |
| 106. | Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith. | In what case poll taken without adjournment. |
| 107. | The demand for a poll except on the question of the election of the 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. | Demand for poll not to prevent transaction of other business. |
| VOTES OF MEMBERS | | |
| 108. | 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. | Members in arrears not to vote. |
| 109. | 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 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. | Number of votes each member entitled. |
| 110. | 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. | Casting of votes by a member entitled to more than one vote. |
| 111. | 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. | Vote of member of unsound mind and of minor |
| 112. | 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. | Postal Ballot |
| 113. | A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once. | E-Voting |
| 114. | 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 | Votes of joint members. |

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| | <p>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 theregister of members.</p> | |
| 115. | Votes may be given either personally or by attorney or by proxy or in case of a company, by arepresentative duly Authorised as mentioned in Articles | Votes may be given by proxy or by representative |
| 116. | 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 creditorsof 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. | Representation of a body corporate. |
| 117. | a) A member paying the whole or a part of the amount remaining unpaid on any share heldby 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 paying money in advance. |
| | 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. | Members not prohibited if share not held for any specified period. |
| 118. | Any person entitled under Article 73 (transmission clause) to transfer any share may vote atany General Meeting in respect thereof in the same manner as if he were the registered holderof such shares, provided that at least forty-eight hours before the time of holding the meeting oradjourned 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 directors shall have previously admitted his right to vote at such meeting in respect thereof. | Votes in respect of shares of deceased or insolvent members. |
| 119. | 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. | No votes by proxy on show of hands. |
| 120. | 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. | Appointment of a Proxy. |
| 121. | An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105. | Form of proxy. |
| 122. | 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 whichthe proxy is used. | Validity of votes given by proxy notwithstanding death of a member. |
| 123. | 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 | Time for objections to votes. |

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| | tendered, and every vote not disallowed at such meeting shall be valid for all purposes. | |
| 124. | 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. | Chairperson of the Meeting to be the judge of validity of any vote. |
| | DIRECTORS | |
| 125. | 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 (a) Followings are the first directors of the company: 1. Rupal Sanjay Mandavia 2. Bhargave Natverlal Mandavia | Number of Directors |
| 126. | A Director of the Company shall not be bound to hold any Qualification Shares in the Company. | Qualification Shares. |
| 127. | (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. (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. (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 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. | Nominee Directors. |
| 128. | 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. | Appointment of alternate Director. |
| 129. | 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. | Additional Director |
| 130. | 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. | Directors power to fill casual vacancies. |
| 131. | 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. | Sitting Fees. |

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| 132. | 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. | Travelling expenses Incurred by Director on Company's business. |
| PROCEEDING OF THE BOARD OF DIRECTORS | | |
| 133. | (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 anytime, summon a meeting of the Board. | Meetings of Directors. |
| 134. | (a) The Directors may from time to time elect from among their members a Chairperson 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 Fifteen minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at 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. | Chairperson |
| 135. | 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 will have a second or casting vote. | Questions at Board meeting how decided. |
| 136. | The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose. | Continuing directors may act notwithstanding any vacancy in the Board |
| 137. | 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. | Directors may appoint committee. |
| 138. | 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. | Committee Meeting show to be governed. |
| 139. | (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. | Chairperson of Committee Meetings |
| 140. | (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. | Meetings of the Committee |
| 141. | 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. | Acts of Board or Committee shall be valid notwithstanding defect in appointment. |
| RETIREMENT AND ROTATION OF DIRECTORS | | |

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| 142. | 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. | Power to fill casual vacancy |
| POWERS OF THE BOARD | | |
| 143. | 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. | Powers of the Board |
| 144. | 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 | Certain powers of the Board |
| | (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 any part of India. | To acquire any property, rights etc. |
| | (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. | To take on Lease. |
| | (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. | To erect & construct. |
| | (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. | To pay for property. |
| | (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. | To insure properties of the Company. |
| | (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. | To open Bank accounts. |
| | (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 | To secure contracts by way of mortgage. |

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| | fit. | |
| (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. | To accept surrender of shares. |
| (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. | To appoint trustees for the Company. |
| (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. | To conduct legal proceedings. |
| (11) | To act on behalf of the Company in all matters relating to bankruptcy insolvency. | Bankruptcy & Insolvency |
| (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. | To issue receipts & give discharge. |
| (13) | Subject to the provisions of the Act, and these Articles to invest and deal 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. | To invest and deal with money of the Company. |
| (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; | To give Security by way of indemnity. |
| (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. | To determine signing powers. |
| (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. | Commission or share in profits. |
| (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. | Bonus etc. to employees. |
| (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 | Transfer to Reserve Funds. |

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| | <p>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.</p> | |
| | <p>(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 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.</p> | <p>To appoint and remove officers and other employees.</p> |
| | <p>(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.</p> | <p>To appoint Attorneys.</p> |
| | <p>(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.</p> | <p>To enter into contracts.</p> |
| | <p>(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.</p> | <p>To make rules.</p> |
| | <p>(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.</p> | <p>To effect contracts etc.</p> |
| | <p>(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.</p> | <p>To apply & obtain concessions licenses etc.</p> |
| | <p>(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.</p> | <p>To pay commissions or interest.</p> |

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| | (26) To redeem preference shares. | To redeem preference shares. |
| | (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. | To assist charitable or benevolent institutions. |
| | (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. | |
| | (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 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. | |
| | (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. (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. (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. (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. (35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose of, 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. (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. (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. (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. | |
| | MANAGING AND WHOLE-TIME DIRECTORS | |

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| 145. | <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 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.</p> | <p>Powers to appoint Managing/Whole-time Directors.</p> |
| 146. | <p>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.</p> | <p>Remuneration of Managing or Whole-time Director.</p> |
| 147. | <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 Wholetime Director or Wholetime 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> | <p>Powers and duties of Managing Director or Whole-time Director.</p> |
| | <p>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</p> | |
| 148. | <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>Board to appoint Chief Executive Officer/ Manager/Company Secretary/ Chief Financial Officer</p> |

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| | <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 financial officer.</p> | |
| | THE SEAL | |
| 149. | <p>(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.</p> <p>(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.</p> | The seal, its custody and use. |
| 150. | 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. | Deeds how executed. |
| | DIVIDEND AND RESERVES | |
| 151. | <p>(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.</p> <p>(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.</p> <p>(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.</p> | Division of profits. |
| 152. | 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. | The company in General Meeting may declare Dividends. |
| 153. | <p>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, think fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p> | Transfer to reserves |
| 154. | Subject to the provisions of section 123, the Board may from time to time pay to the member such interim dividends as appear to it to be justified by the profits of the company. | Interim Dividend. |
| 155. | 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. | Debts may be deducted. |

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| 156. | 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. | Capital paid up in advance not to earn dividend. |
| 157. | 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 dividends as from a particular date such share shall rank for dividend accordingly. | Dividends in proportion to amount paid-up. |
| 158. | 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. | Retention of dividends until completion of transfer under Articles. |
| 159. | 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. | No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof. |
| 160. | A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer. | Effect of transfer of shares. |
| 161. | 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. | Dividend to joint holders. |
| 162. | <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> | Dividends how remitted. |
| 163. | 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. | Notice of dividend. |
| 164. | No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company. | No interest on Dividends. |
| CAPITALIZATION | | |
| 165. | <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> | Capitalization. |
| 166. | (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall — | Fractional Certificates. |

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| | <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, 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> | |
| 167. | <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> | Inspection of Minutes Books of General Meetings. |
| 168. | <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> | Inspection of Accounts |
| | FOREIGN REGISTER | |
| 169. | 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. | Foreign Register. |
| | DOCUMENTS AND SERVICE OF NOTICES | |
| 170. | 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. | Signing of documents & notices to be served or given. |
| 171. | 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. | Authentication of documents and proceedings. |
| | WINDING UP | |
| 172. | Subject to the provisions of Chapter XX of the Act and rules made thereunder— | |
| | <p>i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part</p> | |

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| | <p>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 | |
| 173. | <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> | Directors' and others right to indemnity. |
| 174. | <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> | Not responsible for acts of others |
| | SECRECY | |
| 175. | <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> | Secrecy |
| | <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 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> | Access to property information etc. |

SECTION XIII: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus will be delivered to the Registrar of Companies for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company situated at Ground Floor, Killa No. 13, Begampur Khatola, Gurgaon-122001, Haryana, India, and on the website of the company from date of filing the Red Herring Prospectus with Registrar of Companies to Issue Closing Date on working days from 10:00 a.m. to 5:00 p.m. Further, copies of these contracts shall also be available for inspection on the website of the Company.

A. Material Contracts

1. Memorandum of Understanding dated June 11, 2024, between our Company and the Book Running Lead Manager.
2. Registrar to the Issue Agreement dated June 11, 2024, between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated June 11, 2024, between our Company, the Book Running Lead Manager.
4. Market Making Agreement dated June 11, 2024, between our Company, Book Running Lead Manager and Market Maker.
5. Banker to the Issue Agreement dated [●] between our Company, the Book Running Lead Manager, Banker to the Issue / Sponsor Bank and Registrar to the Issue.
6. Syndicate Agreement dated [●] between Our Company, Book Running Lead Manager and Registrar to the Issue and Syndicate Members.
7. Tripartite agreement between the National Securities Depository Limited, our Company and the Registrar dated February 23, 2024.
8. Tripartite agreement between the Central Depository Services (India) Limited, our Company and the Registrar January 05, 2024.

B. Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Certificate of Incorporation dated June 16, 2011 issued by Registrar of Companies, Maharashtra, Mumbai.
3. Fresh Certificate of Incorporation dated February 09, 2022 issued by Registrar of Companies, Delhi, consequent upon change in the registered office of the company from Mumbai to Gurgaon, Haryana.
4. Fresh Certificate of Incorporation dated May 28, 2024 issued by Registrar of Companies, Central Processing Centre consequent upon conversion to Public Company dated May 28, 2024 from Flywings Simulator Training Centre Private Limited to Flywings Simulator Training Centre Limited pursuant to the conversion of our Company into a Public Limited Company issued.
5. Resolution of the Board of Directors of our Company, passed at the Meeting of the Board of Directors held on May 30, 2024 in relation to the Issue.
6. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held with a shorter notice on June 07, 2024 relation to the Issue.
7. The Statement of Possible Tax Benefits dated July 19, 2024, issued by the Statutory and Peer Review Auditor included in this Draft Red Herring Prospectus.

8. Peer Review Auditor's report for Restated Financials dated July 19, 2024 included in this Draft Red Herring Prospectus.
9. Certificate on Key Performance Indicators issued by our Peer Review Auditor dated July 19, 2024.
10. Consents of the Our Directors, Promoter, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Key Managerial Personnel, Book Running Lead Manager, Underwriters, Market Maker to the Issue, Registrar to the Issue, Legal Advisor to the Issue, and Banker(s) to the Company to include their names in the Draft Red Herring Prospectus to act in their respective capacities.
11. Due Diligence Certificate dated [●] addressed to SEBI from Book Running Lead Manager for the Draft Red Herring Prospectus.
12. Approval from BSE Limited vide letter dated [●] to use the name of BSE in this Offer Document for listing of Equity Shares on SME Platform of BSE Limited ("BSE SME").

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, with the consent of shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant provisions.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 1956 and the guidelines and regulations issued by the Government of India, or the guidelines and regulations issued by the Securities and Exchange Board of India, established under Regulation 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

| NAME AND DESIGNATION | SIGNATURE |
|--|-------------|
| MS. RUPAL SANJAY MANDAVIA <i>Managing Director</i> DIN: 02275347 | <i>Sd/-</i> |
| MS. MITUL NATVARLAL MANDAVIA <i>Executive Director</i> DIN: 10505115 | <i>Sd/-</i> |
| MS. KRIPA BHARGAVA MANDAVIA <i>Non-Executive Director</i> DIN: 08768887 | <i>Sd/-</i> |
| MR. SIVASUBRAMANIAN NATRAJHEN <i>Independent Director</i> DIN: 03382684 | <i>Sd/-</i> |
| MS. MANITA RANI <i>Independent Director</i> DIN: 08776330 | <i>Sd/-</i> |

SIGNED BY THE CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

Sd/-

MS. RUPAL SANJAY MANDAVIA
Chief Financial Officer
 PAN: AAGPM4663B

Sd/-

MR. ROBBIN
Company Secretary and Compliance Officer
 PAN: CYJPR2176R

Place: Gurgaon
Date: July 26, 2024

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY GRETEX CORPORATE SERVICES LIMITED

| Sr. No. | Issuer Name | Issue Size (Cr) | Issue Price (In ₹) | Listing Date | Opening Price on Listing Date | + / -% change in closing price, [+ / - % change in Closing benchmark] 30th calendar days from listing | + / -% change in closing price, [+ / - % change in Closing benchmark] 90th calendar days from listing | + / -% change in closing price, [+ / - % change in Closing benchmark] 180th calendar days from listing |
|---------------------|--|-----------------|--------------------|-------------------|-------------------------------|---|---|--|
| Main Board | | | | | | | | |
| 1 | Akme Fintrade (India) Limited | 132.00 | 120.00 | June 26, 2024 | 127.00 | N.A. | N.A. | N.A. |
| SME Platform | | | | | | | | |
| 1 | Comrade Appliances Limited | 12.30 | 54.00 | June 13, 2023 | 87.00 | 15.80, [3.83] | 80.62, [6.31] | 51.89, [10.58] |
| 2 | Shelter Pharma Limited | 16.03 | 42.00 | August 23, 2023 | 39.97 | 4.62, [0.88] | 54.72, [0.76] | 63.08, [11.12] |
| 3 | Transtee Seating Technologies Limited | 49.98 | 70.00 | November 6, 2023 | 88.90 | -0.64, [7.86] | -2.47, [12.58] | -28.94, [15.78] |
| 4 | Kalyani Cast-Tech Limited | 30.11 | 139.00 | November 17, 2023 | 264.10 | 44.32, [8.65] | 78.90, [9.51] | 75.28, [10.93] |
| 5 | Amic Forging Limited | 34.80 | 126.00 | December 6, 2023 | 239.40 | 105.59, [3.42] | 190.37, [5.78] | 244.16, [9.78] |
| 6 | Interiors & More Limited | 42.00 | 227.00 | February 23, 2024 | 270.00 | -8.99, [-0.52] | -2.29, [1.73] | N.A. |
| 7 | Zenith Drugs Limited | 40.68 | 79.00 | February 27, 2024 | 110.00 | -40.37, [-0.58] | -37.14, [3.31] | N.A. |
| 8 | Owais Metal and Mineral Processing Limited | 42.69 | 87.00 | March 04, 2024 | 250.00 | 100.76, [0.13] | 361.20, [0.56] | N.A. |
| 9 | Associated Coaters Limited | 5.11 | 121.00 | June 06, 2024 | 142.00 | 51.59, [6.56] | N.A. | N.A. |

Sources: All share price data is from www.bseindia.com and www.nseindia.com.

Note:

- The BSE SENSEX and NSE NIFTY are considered as the Benchmark Index.
- Price on BSE & NSE are considered for all the above calculations.
- In case 30th, 90th and 180th day is not a trading day, the price / index of the immediately preceding working day has been considered.
- In case 30th, 90th and 180th day, scripts are not traded then the share price is taken of the immediately preceding trading day.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Book Running Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the Book Running Lead Manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

| Financial Year | Total no. of IPOs | Total Funds Raised ('in Cr.) | No. of IPOs trading at Discount-30 th calendar day from listing day | | | No. of IPOs trading at Premium-30 th calendar day from listing day | | | No. of IPOs trading at Discount-180 th calendar day from listing day | | | No. 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 % |
| MAIN BOARD | | | | | | | | | | | | | | |
| 2024-25 | 1 [^] | 132.00 | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- | |
| SME PLATFORM | | | | | | | | | | | | | | |
| 2022-23 | 9 | 179.70 | -- | -- | 3 | 2 | 1 | 3 | -- | 2 | 1 | 5 | -- | 1 |
| 2023-24 | 10 [^] | 300.86 | -- | 1 | 3 | 2 | 2 | 2 | -- | 1 | 2 | 4 | -- | -- |
| 2024-25 | 1 [^] | 5.11 | -- | -- | -- | 1 | -- | -- | -- | -- | -- | -- | -- | -- |

Upto July 26, 2024

[^] The scrip of Amic Forging Limited, Interiors & More Limited, Zenith Drugs Limited, Owais Metal and Mineral Processing Limited and Associated Coaters Limited have not completed 180 Days from the date of listing. The scrip of Akme Fintrade (India) Limited has not completed 30 and 180 days from the date of listing.