



CINERAD COMMUNICATIONS LIMITED

Our Company was originally incorporated as 'Cinerad Communications Private Limited' as a private limited company under the Companies Act, 1956 vide certificate of incorporation dated September 17, 1986 issued by Registrar of Companies, Bombay. Subsequently, the name of our Company was changed to "Cinerad Communications Limited" vide certificate of change of name dated November 01, 1994. For details of change in the name or address of our Company, please see the chapter titled "General Information" beginning on page 37.

Registered Office: 80 Burtolla Street, , Barabazar, , Kolkata, West Bengal, India, 700007 | **CIN:** L62099WB1986PLC218825
Telephone: +91-77199 13351; | **Email:** cinerad@gttsolutions.in | **Website:** www.cineradcommunications.com
Contact Person: Ebrahim Saifuddin Nimuchwala, Company Secretary and Compliance Officer

OUR PROMOTERS: PANKAJ RAMESH SAMANI, KAUSHAL UTTAM SHAH, GANESH NATARAJAN, UMA GANESH NATARAJAN, MANOJ MANOHAR PANVELKAR, NITIN NEMINATH PATIL, BASANTA KUMAR SWAIN & UGPATWARDHAN SERVICES PVT. LTD.

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF CINERAD COMMUNICATIONS LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY.

ISSUE OF UP TO [●] WARRANTS FOR CASH AT A PRICE OF ₹[●] PER WARRANT (THE "RIGHTS WARRANTS"), FOR AN AMOUNT NOT EXCEEDING ₹49,99,00,000/- (FORTY NINE CRORES NINETY-NINE LAKHS) ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS WARRANTS FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS [●] (THE "ISSUE") THE ISSUE PRICE FOR THE RIGHTS WARRANTS IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED "Terms of the Issue" BEGINNING ON PAGE 186 OF THIS DRAFT LETTER OF OFFER.

**Assuming full subscription*

NOTICE TO NON-RESIDENT INVESTORS

NON-RESIDENT SHAREHOLDERS SHOULD REFER TO RULE 7 OF FEMA RULES (AS DEFINED HEREINAFTER) AS PER WHICH A PERSON RESIDENT OUTSIDE INDIA AND HAVING AN INVESTMENT IN AN INDIAN COMPANY IS NOT PERMITTED TO MAKE INVESTMENTS IN SHARE WARRANTS ISSUED BY AN INDIAN COMPANY IN A RIGHTS ISSUE. ACCORDINGLY, NON-RESIDENT SHAREHOLDERS DESIROUS OF PARTICIPATING IN THE ISSUE MUST OBTAIN PRIOR APPROVAL FROM THE RESERVE BANK OF INDIA BEFORE THE ISSUE CLOSING DATE. FOR FURTHER DETAILS, PLEASE SEE "NOTICE TO NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS", "RISK FACTORS - A PERSON RESIDENT OUTSIDE INDIA SHALL REQUIRE APPROVAL OF THE RESERVE BANK OF INDIA TO BE ABLE TO SUBSCRIBE TO THE RIGHTS WARRANTS IN THE ISSUE" AND "TERMS OF THE ISSUE" BEGINNING ON PAGE 11 AND ON PAGE 186 OF THIS DRAFT LETTER OF OFFER, RESPECTIVELY.

PAYMENT SCHEDULE FOR THE WARRANTS*

AMOUNT PAYABLE PER WARRANT*	PRICE (₹)
On Application	[●]
On Warrant Exercise	[●]
Total	[●]

*For further details on Payment Schedule, please refer "Terms of the Issue" beginning on page 186 of this Draft Letter of Offer.

WILFUL DEFAULTERS OR FRAUDULENT BORROWER

NEITHER OUR COMPANY NOR OUR PROMOTERS OR ANY OF OUR DIRECTORS ARE CATEGORISED AS A WILFUL DEFAULTER OR FRAUDULENT BORROWER BY RBI OR ANY OTHER GOVERNMENTAL AUTHORITY

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 with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The Rights Warrants 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 this Draft Letter of Offer. **Specific attention of the Investors is invited to statement of "Risk Factors" given on page 25 of this Draft Letter of Offer.**

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regards to the Company and the Issue, which is material in the context of this Issue, and that the information contained in this Draft Letter of Offer 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 Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of our Company are listed on BSE Limited ("BSE" / "Stock Exchange"). Our Company has received an "in-principle" approval from BSE for listing of the Rights Warrants to be allotted pursuant to this Issue *vide* letter dated [●]. Our Company will also make an application to the Stock Exchange to obtain the trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number - SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023. BSE shall be the Designated Stock Exchange for the purpose of this Issue.

REGISTRAR TO THE ISSUE



MCS Share Transfer Agent Limited

3B3, 3rd Floor, B-Wing, Gudecha Onclave Premises Co-op. Society Ltd. Saki Vihar Road, Saki Naka, Kherani Road, Saki Naka, Andheri (E), Mumbai - 400 072. **Telephone: 022-28516021 / 6022 / 46049717 ;**

Email: helpdesknum@mcsregistrars.com

Website: www.mcsregistrars.com

Investor Grievance Email: anils@mcsregistrars.com

Contact Person: Mr. Anil Shinde

SEBI Registration Number: INR000004108

CIN: U67120WB2011PLC165872

ISSUE PROGRAMME

ISSUE OPENS ON

LAST DATE FOR ON MARKET RENUNCIATION*

ISSUE CLOSSES ON[#]

|●|

|●|

|●|

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

[#]Our Board or a Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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DEFINITIONS AND ABBREVIATIONS ISSUE RELATED TERMS

Term	Description
Abridged Letter of Offer	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act
Allot/Allotment/Allotted	Allotment of Rights Warrants pursuant to the Issue.
Allotment Account	The account opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act.
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Warrants pursuant to the Issue.
Allotment Date	Date on which the Allotment is made pursuant to the Issue.
Allottee(s)	Person(s) who are Allotted Rights Warrants pursuant to the Allotment
Applicant(s)/ Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who make an application for the Rights Warrants pursuant to the Issue in terms of this Draft Letter of Offer, including an ASBA Investor
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Warrants at the Issue Price
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Warrants in this Issue
Application Money	Aggregate amount payable in respect of the [●] applied for in the Issue at the Issue Price i.e. ₹[●] for [●] Warrants at the rate of ₹[●] (per Warrant) in respect of the Rights Warrants applied for in the Issue at the Issue Price
Application Supported by Blocked Amount/ASBA	Application (whether physical or electronic) used by ASBA Applicants to make an Application authorizing a SCSB to block the Application Money in the ASBA Account
ASBA Amount	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Equity Shareholders, as the case may be
ASBA Applicant/ ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renouncee) shall make an application for a rights issue only through ASBA facility.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations
Banker(s) to the Issue	Collectively, the Escrow Collection Bank and the Refund Banks to the Issue

Banker(s) to the Issue Agreement	Agreement to be entered into by and among our Company, the Registrar to the Issue and the Bankers to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Rights Warrants will be Allotted to successful applicants in the Issue and which is described in "Terms of the Issue" on page 186.
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of SCSBs which coordinate Bids under the Issue with the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in .
Demographic Details	Details of Investors including the Investor's address, name of the Investor's father/ husband, investor status, occupation and bank account details, where applicable
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&in tmlId=35 , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996
Draft Letter of Offer/DLoF/DLOF	This draft letter of offer dated [●] filed with the Stock Exchange and SEBI for information purposes
Escrow Account	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident investors– eligible equity shareholders as on record date making an Application through the ASBA facility.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●].
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see "Notice to Investors" on page 11.
Issue	Issue of up to [●] Warrants for cash at a price of ₹[●] per Warrant (the " Rights Warrants "), for an amount not exceeding ₹49,99,00,000/- Lakhs on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Warrants for every [●] fully paid-up Equity Shares held by the Eligible Equity Shareholders on the Record Date, that is [●]. On Application, Investors will have to pay ₹[●] per Rights Warrant and the balance ₹[●] per Rights Warrant, will have to be paid upon the Warrant holders exercising their option to subscribe to Equity Shares against the Warrants within the Warrant Exercise period.
Issue Closing Date	[●]
Issue Opening Date	[●]

Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Applications, in accordance with the SEBI ICDR Regulations
Issue Price	₹ [●] per Warrant
Issue Proceeds	Gross proceeds of the Issue.
Issue Size	Amount aggregating up to ₹ [●]
Letter of Offer	The final letter of offer to be filed with the Stock Exchange and thereafter with SEBI
Net Proceeds	Proceeds of the Issue less our Company's share of Issue related expenses. For further information about the Issue related expenses, see "Objects of the Issue" on page 46 of this Draft Letter of Offer.
Non ASBA Investor/ Non ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renounees.
Non-Institutional Bidders	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stockbroker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before [●], [●]
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Warrants, being [●]
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●].
"Registrar to the Issue"/ "Registrar"	MCS Share Transfer Agent Limited
Registrar Agreement	Agreement dated August 01, 2024, entered into among our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Renounee(s)	Person(s) who has/have acquired the Rights Entitlement from the Eligible Equity Shareholders on renunciation. The promoters and members of the promoter group may inter-se renounce their right to amongst themselves.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●], [●] in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee on or prior to the Issue Closing Date.

Retail Individual Bidder(s)/ Retail Individual Investor(s)/ RII(s)/ RIB(s)	An individual Investor (including an HUF applying through Karta) who has applied for Rights Warrants and whose Application Money is not more than ₹200,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations
Self-Certified Syndicate Banks or “SCBS”	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time
Stock Exchange	Stock Exchange where the Equity Shares are presently listed, being BSE.
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter and Fraudulent Borrower	A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, 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, Term Description the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchange. “Working Day” shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

Business and Industry related Terms or Abbreviations

Term	Description
CAGR	Compounded Annual Growth Rate
GDP	Gross Domestic Product
GNI	Gross National Income
GVA	Gross Value Added
INR	Indian Rupee

Conventional and General Terms or Abbreviations

Terms	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.

AS	Accounting Standards issued by the Institute of Chartered Accounts of India.
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Companies Act, 2013/ Companies Act	Companies Act, 2013 along with rules made thereunder
Companies Act 1956	Companies Act, 1956, and rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Depository(ies)	A Depository registered with SEBI under Securities and Exchange Board of India (depositories and Participants) Regulations, 1996.
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository participant's Identification Number
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EOGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods & Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountant of India
IFSC	Indian Financial System Code
Income Tax Act/ IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
INR or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India.
ISIN	International Securities Identification Number
IT	Information Technology
MCA	Ministry of Corporate Affairs
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A or NA	Not Applicable
NAV	Net asset Value
NSDL	National Securities Depository Limited
p.a	Per Annum
P/E ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax

Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the Securities Act
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
Securities Act	The United States Securities Act of 1933.
STT	Securities Transaction Tax
State Government	The Government of a state in India
Trademarks Act	The Trademarks Act 1999, as amended
TDS	Tax Deducted at source
US\$/USD/US Dollar	United States Dollar, the official currency of the United States of America
USA/U.S/US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
w.e.f	With effect from
Year/Calendar year	Unless context otherwise requires, shall refer to the twelve-month period ending March 31 st

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

NOTICE OF INVESTORS

The distribution of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Warrant to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email or physical dispatch through registered post /speed post this Draft Letter of Offer / the Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, the Letter of Offer will be provided, through email or by registered post / speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Warrants is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company and the Stock Exchange.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, Warrants may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Warrants and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Warrants or the Rights Entitlements, distribute or send this Draft Letter of Offer, the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer, the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Warrants or the Rights Entitlements referred to in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Warrants offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Warrants in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar, or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Warrants in respect of any such Application Form

Neither the delivery of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer, the Letter of Offer and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF SECURITIES ACCORDINGLY, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF RIGHTS WARRANTS. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE

WARRANTS REGARDING THE LEGALITY OF AN INVESTMENT IN THE WARRANTS BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

THE WARRANTS HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF (“**UNITED STATES**”), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS WARRANTS OR RIGHTS ENTITLEMENT FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE RIGHTS WARRANTS OR RIGHTS ENTITLEMENT. THERE IS NO INTENTION TO REGISTER ANY PORTION OF THE ISSUE OR ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES. ACCORDINGLY, THIS DRAFT LETTER OF OFFER/ LETTER OF OFFER / ABRIDGED LETTER OF OFFER AND THE ENCLOSED APPLICATION FORM AND RIGHTS ENTITLEMENT LETTERS SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME. IN ADDITION, UNTIL THE EXPIRY OF 40 DAYS AFTER THE COMMENCEMENT OF THE ISSUE, AN OFFER OR SALE OF RIGHTS ENTITLEMENTS OR RIGHTS WARRANTS WITHIN THE UNITED STATES BY A DEALER (WHETHER OR NOT IT IS PARTICIPATING IN THE ISSUE) MAY VIOLATE THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Warrants Issue and wishing to hold such Warrants in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Draft Letter of Offer/ Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Warrants will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Warrants or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Warrants in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorized to acquire the Warrants in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Warrants in respect of any such Application Form.

Rights Entitlements may not be transferred or sold to any person in the United States.

Warrants have not been approved or disapproved by the US Securities and Exchange Commission (the “**US SEC**”), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Warrants or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft

Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Warrants applied for do not exceed the applicable limits under laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

ENFORCEMENT OF CIVIL LIABILITIES

The Company is a Public Limited (Listed) Company under the laws of India and all the Directors and all Executive Officers are residents of India. It may not be possible or may be difficult for investors to affect service of process upon the Company or these other persons outside India or to enforce against them in courts in India, judgments obtained in courts outside India. India is not a party to any international treaty in relation to the automatic recognition or enforcement of foreign judgments.

The United States has not been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. Under Section 14 of the Civil Procedure Code, an Indian court shall, on production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction unless the contrary appears on the record; but such presumption may be displaced by proving want of jurisdiction.

A judgment of a court in any non-reciprocating territory, such as the United States, may be enforced in India only by a suit:

- The judgment has not been pronounced by a court of competent jurisdiction;
- The judgment has not been given on the merits of the case;
- The judgment appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognize the law of India in cases where such law is applicable;
- The proceedings in which the judgment was obtained are opposed to natural justice;
- The judgment has been obtained by fraud; and/or
- The judgment sustains a claim founded on a breach of any law in force in India.

A suit to enforce a foreign judgment must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. In addition, it is unlikely that an Indian court would enforce foreign judgments if it considered the amount of damages awarded as excessive or inconsistent with public policy or if the judgments are in breach of or contrary to Indian law. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the Reserve Bank of India to repatriate any amount recovered pursuant to execution of such judgment. Any judgment in a foreign currency would be converted into Rupees on the date of such judgment and not on the date of payment and any such amount may be subject to income tax in accordance with applicable laws. The Company cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

NOTICE TO NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS

Rule 7 of the FEMA Rules states that,

"A person resident outside India and having investment in an Indian company may make investment in equity instruments (other than share warrants) issued by such company as a rights issue or a bonus issue, provided that:

- a) the offer made by the Indian company is in compliance with the provisions of the Companies Act, 2013;
- b) such issue shall not result in a breach of the sectoral cap applicable to the company;
- c) the shareholding on the basis of which the rights issue or the bonus issue has been made must have been acquired and held as per the provisions of these rules;
- d) in case of a listed Indian company, the rights issue to persons resident outside India shall be at a price determined by the company;
- e) in case of an unlisted Indian company, the rights issue to persons resident outside India shall not be at a price less than the price offered to persons resident in India;
- f) such investment made through rights issue or bonus issue shall be subject to the conditions as are applicable at the time of such issue;
- g) the mode of payment and attendant conditions for such transactions shall be specified by the Reserve Bank.
- h) an individual who is a person resident outside India exercising a right which was issued when he or she was a person resident in India shall hold the equity instruments (other than share warrants) so acquired on exercising the option on a non-repatriation basis."

Under the SEBI ICDR Regulations, a rights issue of warrants can be undertaken by attaching such warrants to a specified security. Hence, the Warrants in the Issue are attached to the Rights Equity Shares until Allotment. Non-resident Eligible Equity Shareholders desirous of participating in the Issue can only subscribe to the Rights Securities collectively, i.e. the Warrants.

Accordingly, any non-resident Eligible Equity Shareholders desirous of participating in the Issue must obtain prior approval from RBI in order to subscribe to Rights Securities. For further details, please see "Risk Factors - A person resident outside India shall require approval of the Reserve Bank of India to be able to subscribe to the Rights Securities in the Issue" beginning on page 25 of this Draft Letter of Offer.

PROCEDURE FOR SUBMISSION OF RBI APPROVAL BY NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS

In addition to the Application through ASBA process, non-resident Eligible Equity Shareholders desirous of participating in the Issue must also follow the following procedure to submit the approvals received from RBI. For further details on the Application through ASBA process, please see "Terms of the Issue" – Making of an Application through the ASBA process" beginning on page 186 of this Draft Letter of Offer.

- Non-resident Eligible Equity Shareholders desirous of participating in the Issue are required to submit a legible scanned copy of the approval received from RBI to participate in the Issue along with a copy of the Application Form at a dedicated e-mail address of the Registrar: helpdesknum@mcsregistrars.com on or before the Issue Closing Date. Submissions of the copy of Application Form along with the copy of the approval from RBI after the Issue Closing Date shall be liable for rejection.
- The scanned copies of the approval from RBI to participate in the Issue along with the Application Form shall be in pdf. format and the size of the attachments collectively should not exceed 2MB.

- The approval received from RBI to participate in the Issue shall be sent together with the copy of the Application Form, original of which shall be submitted to SCSBs for blocking of funds for the Issue. Any submission of the Application Form not accompanied by the RBI approval shall be liable for rejection.
- The email sent to helpdesknum@mcsregistrars.com shall include the following details of the Investor: (a) Client ID; (b) DP ID; and (c) PAN number. Incorrect or incomplete details shall result in rejection of the Application.
- The approval received from the RBI should provide the relevant non-resident Eligible Equity Shareholders so desirous of participating in the Issue, a valid, unqualified and unconditional right to participate in the Issue, clearly providing an exemption to the restriction placed on non-resident Eligible Equity Shareholders to subscribe to share warrants in a rights issue pursuant to Rule 7 of the FEMA Rules.
- The Company and the Registrar shall have full discretion to determine the adequacy of the approval from RBI given to non-resident Eligible Equity Shareholders, desirous of participating in the Issue for the purpose of Allotment. In the event the Company and the Registrar, in its discretion determines that any of relevant approvals from RBI submitted to helpdesknum@mcsregistrars.com are inadequate, it may result in rejection of such Application.
- The scanned copies of the approval from RBI to participate in the Issue along with the copy of the Application Form sent to any other email id other than helpdesknum@mcsregistrars.com or sent through any other mode, including speed post, courier, etc. will not be considered as a valid submission and the said application will be liable to be rejected.

For further details, please see "Risk Factors - A person resident outside India shall require approval of the Reserve Bank of India to be able to subscribe to the Rights Securities in the Issue" beginning on page 25 of this Draft Letter of Offer.

The Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to the submission by non-resident Eligible Equity Shareholders of the approval received from the RBI to participate in the Issue that do not meet the criteria mentioned in this Draft Letter of Offer.

PRESENTATION OF FINANCIAL INFORMATION

Certain Conventions

In this Draft Letter of Offer, unless otherwise specified or context otherwise requires. All references herein to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions. All references herein to ‘India’ are to the Republic of India and its territories and possessions and the references herein to ‘Government’ or ‘GoI’ or the ‘Central Government’ or the ‘State Government’ are to the Government of India, central or state, as applicable.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year. Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Letter of Offer has been derived from our Financial Statements. For details, please see “Financial Information”. Our Company’s financial year commences on April 01 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The GoI has adopted the Indian accounting standards (“**Ind AS**”), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board (“**IFRS**”) and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the “**Ind AS Rules**”).

The restated financial statements of our Company for the Financial Years ended March 31, 2024, 2023 and 2022 prepared in accordance with Ind AS as prescribed under Section 133 of Companies Act read with the Ind AS Rules and other the relevant provisions of the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI. Our Company publishes its financial statements in Rupees.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in this Draft Letter of Offer in “lakh” units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Draft Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Letter of Offer should accordingly be limited. For further information, see “Financial Information” on page 107.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounded off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Letter of Offer rounded-off to

such number of decimal points as provided in such respective sources. In this Draft Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Currency and Units of Presentations

All references to:

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

Our Company has presented certain numerical information in this Draft Letter of Offer in “lakh” or “Lac” units. One lakh represents 1,00,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages on page 25, on page 86 and on page 159 and elsewhere in this Draft Letter of Offer, unless otherwise indicated, have been calculated based on our Restated Financial Information.

Exchange Rate

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

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

(in ₹)

Sr. No.	Currency	As on March 31, 2024 ⁽¹⁾	As on March 31, 2023 ⁽¹⁾	As on March 31, 2022 ⁽¹⁾
1	U.S. Dollar	83.37	82.22	75.81

Source: RBI and FBIL reference rate www.rbi.org.in & www.fbil.org.in

(1) In case March 31 of any of the respective years is a public holiday, the previous Working Day not being a public holiday has been considered.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Although we believe that the industry and market data used in this Draft Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” 25, this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

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

FORWARD – LOOKING STATEMENTS

This Draft Letter of Offer contains certain “forward-looking statements”. Forward looking statements appear throughout this Draft Letter of Offer, including, without limitation, under the chapters titled “*Risk Factors*”, “*Our Business*” and “*Management Discussion and Analysis of Financial Position and Results of Operations*” and “*Industry Overview*”. Forward-looking statements include statements concerning our Company’s plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our Company’s competitive strengths and weaknesses, our Company’s business strategy and the trends our Company anticipates in the industries and the political and legal environment, and geographical locations, in which our Company operates, and other information that is not historical information. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “likely”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek to”, “will”, “will continue”, “will pursue”, “forecast”, “”, or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company’s business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

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 industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- Changes in Government Policies and the regulatory frameworks;
- Fluctuations in foreign currency exchange rates which may harm our results of operations;
- Our ability to maintain and enhance our business segment;
- Our ability to maintain relationships with third parties;
- The outcome of any legal or regulatory proceedings we are or may become a party to
- General, political, economic, social and business conditions in India and other global markets; and
- Dependence on a number of key management personnel and senior management personnel and our ability to attract and retain skilled and qualified personnel
- As our Company’s Securities are listed on BSE, we must comply with specific requirements and reporting obligations under SEBI’s Listing Regulations. Failure to comply or delays in doing so may result in legal action and/or fines.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see “*Risk Factors*”, “*Our Business*” and “*Management Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages [●], 86 and 159, respectively, of this Draft Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

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

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

SUMMARY OF THIS DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the 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 Letter of Offer, including, "Objects of the Issue", "Our Business", "Outstanding Litigation and other Defaults" and "Risk Factors" beginning on pages on page 46, on page 86, on page 174 and 25 respectively of this Draft Letter of Offer.

Summary of Industry:

The IT-BPM industry, including e-commerce, is crucial to India's economic growth, contributing nearly 9% to GDP and employing 5.4 million people. In FY2023E, the industry saw a 7% growth in its employee base, with a record net addition of 300,000 employees. It is also one of the largest private sector employers of women. The sector comprises IT services, hardware, and BPM, with e-commerce playing a significant role since FY 2013. India is a leading IT services exporter, benefiting from cost and skill advantages, especially in Tier 1 cities like Bengaluru.

Summary of Business:

The company's business involves offering Software Development, Training and Advanced Analytics Solutions to help businesses make data-driven decisions and optimize operational efficiencies.

Our Promoter:

Our Company has on July 18, 2024, received an approval from BSE for Reclassification of the Promoter and Promoter Group pursuant to Regulation 30 and 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

The Promoter and Promoter Group of our company are Mr. Pankaj Ramesh Samani, Mr. Kaushal Uttam Shah, Mr. Ganesh Natarajan, Mrs. Uma Ganesh Natarajan, Mr. Manoj Manohar Panvelkar, Mr. Nitin Neminath Patil, Mr. Basant Kumar Swain and UG Patwardhan Services Pvt. Ltd.

Object of the Issue:

Our Company intends to utilize the Net Proceeds from the Issue towards funding of the following objects:

The intended use of the Net Proceeds of the Issue is as under:

(₹ in Lakhs)

Sr. No.	Particulars	Total estimated amount to be utilized
1.	Part repayment or pre-payment of unsecured loans availed by our Company from UGPatwardhan Services Private Limited and Pankaj Ramesh Samani, the Promoters of our Company and from Agri One India Ventures LLP.	1114
2.	Acquisition of an additional equity shares of Itarium Technologies Private Limited from existing shareholders of the company.	970
3.	Acquisition equity shares of CRG Solutions Private Limited from existing shareholders of the company.	500
4.	Development of IT Infrastructure and acquisition of license from SEED Infotech Limited to conduct B2B business under the esteemed brand name of SEED Infotech	617

5.	Funding inorganic growth through acquisitions of business and other strategic initiatives and General Corporate Purposes*	[●]
	Net Proceeds	[●]#

**The cumulative amount to be utilized towards inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds. Further, the amount utilized for funding inorganic growth through acquisitions and other strategic initiatives shall not exceed 25% of the Gross Proceeds. In addition, the amount to be utilized towards general corporate purposes alone shall not exceed 25% of the Gross Proceeds.*

#Assuming all Warrant holders exercising their option to subscribe to Equity Shares against Rights Warrants.

Time-Frame of deployment/utilization of Issue Proceeds:

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

(₹ in lakhs)

S. No.	Particulars	Amount to be funded	Estimated deployment in FY 2024-25\$	Estimated deployment in FY 2025-26\$
1	Part repayment or pre-payment of unsecured loans availed by our Company from to U.G Patwardhan Services Private Limited and Pankaj Ramesh Samani, the Promoters of our Company and from Agri One India Ventures LLP	1114	1114	-
2	Acquisition of an additional equity shares of Itarium Technologies Private Limited from existing shareholders of the company.	970	970	-
3	Acquisition equity shares of CRG Solutions Private Limited from existing shareholders of the company.	500	500	-
4	Development of IT Infrastructure and acquisition of license from SEED Infotech Limited to conduct B2B business under the esteemed brand name of SEED Infotech	617	Over the Period of 2 Years	
5	Funding inorganic growth through acquisitions of business and other strategic initiatives and General Corporate Purposes*	[●]		[●]
	Total	[●]#	[●]	[●]

**The cumulative amount to be utilized towards inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds. Further, the amount utilized for funding inorganic*

growth through acquisitions and other strategic initiatives shall not exceed 25% of the Gross Proceeds. In addition, the amount to be utilized towards general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

#Assuming all Warrant holders exercising their option to subscribe to Equity Shares against Rights Warrants.

\$The amount to be deployed in FY 24-25 represents the amount received at the time of issuance of warrants and amount to be deployed in FY 25-26 represents the amount to be received at the time of conversion.

Intention and extent of participation by the Promoter and Promoter Group:

Our Promoters and entities forming part of our Promoter Group have, vide their letters dated September 18, 2024, and all Promoter and Promoter Group, have undertaken to subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement renounced in their favour by any other Promoter or member of the Promoter Group of our Company.

Further, they reserve the right to apply for, and subscribe to, additional Rights Warrants, including subscribing to the unsubscribed portion (if any), subject to compliance with the minimum public shareholding requirement as prescribed under the SCRR and the SEBI Listing Regulations.

Summary of Financial Information:

(Amount in Thousands)

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1	Share Capital	1,91,619.15	52,000	52,000
2	Net Worth	1,48,400.31	11,226.09	12,254.67
3	Revenue from operations	609.36	496.19	569.73
4	Profit/(Loss) after Tax	(2,444.93)	(1,028.58)	(786.71)
5	Earnings per Share	(0.13)	(0.20)	(0.15)
6	Net Asset Value per equity share	7.74	2.16	2.36

Summary of Outstanding Litigation and Defaults:

Name of the Entity	Criminal Proceedings	Civil Proceedings	Tax Matters	Statutory Authority / Regulators (including MCA, BSE, SEBI and others)	Aggregate Amount Involved (in INR)
Company					
By the Company	NIL	NIL	NIL	NIL	NIL
Against the Company	NIL	NIL	NIL	NIL	NIL

Subsidiary					
By the Subsidiary	NIL	NIL	NIL	NIL	NIL
Against Subsidiary	NIL	NIL	NIL	NIL	NIL
Directors					
By the Directors	1	NIL	NIL	NIL	NIL
Against the Directors	NIL	2	NIL	NIL	NIL
Promoter & Promoter Group					
By the Promoter & Promoter Group	NIL	NIL	NIL	NIL	NIL
Against Promoter & Promoter Group	NIL	NIL	NIL	NIL	NIL

Risk Factors:

Please see the chapter titled “**Risk Factors**” beginning on page 25 of this Draft Letter of Offer.

Summary of Related Party Transactions:

(Amount in Thousands)

Particulars	KMP		
	2023-24	2022-23	2021-22
Remuneration paid to Directors			
Vinita Daga	330.00	360.00	360.00
Salaries paid to Relatives of Key Managerial Personnel			
Sneh Gupta	75.00	180.00	180.00
Dilip Kumar Hela	110.00	120.00	120.00
Priti Jain	75.66	-	-
Ebrahim Nimuchwala	58.84	-	-

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

Our Company has issued equity shares for consideration other than cash. Details of same is mentioned in Shareholder’s Meeting Notice dated February 16, 2024.

Split or consolidation of Equity Shares in the last one year:

Our Company has not undertaken a split or consolidation of Equity Shares in the last one year.

Risk Factors

Internal Risk Factors:

Dependence on Key Personnel: Our success is highly dependent on the continued service of our senior management and other key personnel. The loss of any key individual, without adequate replacement, could materially and adversely affect our ability to execute our business strategy and achieve our objectives. The sudden departure of a key executive could lead to a disruption in our operations and a potential decline in investor confidence, negatively impacting our stock price.

Talent Acquisition and Retention: Our ability to attract, hire, and retain skilled professionals in a highly competitive labor market is critical. The IT and software industry faces a chronic shortage of skilled talent, and competition for qualified personnel is intense. Failure to recruit or retain key talent could adversely impact our ability to innovate, execute projects effectively, and maintain customer satisfaction. High turnover rates could lead to increased recruitment and training costs, and a loss of institutional knowledge, thereby affecting our operational efficiency and productivity.

Management Effectiveness: The effectiveness of our management team in executing our business strategy and making sound decisions is crucial. Any mismanagement or failure to implement strategic initiatives successfully could negatively impact our business performance. Ineffective management practices could result in missed opportunities, operational inefficiencies, and decreased profitability. For example, a poorly executed product launch could result in significant financial losses and damage to our brand reputation.

Operational Efficiency: Efficient management of our operations, including project execution, resource allocation, and process optimization, is essential. Any inefficiencies or operational bottlenecks could result in increased costs and reduced profitability. For instance, delays in project delivery due to poor resource planning could lead to customer dissatisfaction, contract penalties, and loss of future business opportunities.

Quality Control: Maintaining high-quality standards in our products and services is vital to customer satisfaction and retention. Any lapses in quality control could result in defective products, customer complaints, and potential loss of business. Inadequate quality control measures could lead to increased warranty claims, product recalls, and reputational damage, adversely affecting our financial performance and market position.

Internal Controls and Compliance: Our internal control systems and compliance mechanisms must be robust to prevent fraud, errors, and regulatory breaches. Inadequate internal controls could result in financial losses, legal liabilities, and damage to our reputation. For instance, insufficient financial controls could lead to misstatements in our financial reports, resulting in regulatory scrutiny, fines, and a loss of investor trust.

Project Management Risks: Our business involves the execution of complex projects that require precise management of time, resources, and scope. Any failure to effectively manage these projects could result in cost overruns, delays, and reduced profitability. Ineffective project management could lead to unmet client expectations, contract terminations, and loss of future business. For example, a significant delay in a high-profile project could result in substantial financial penalties and reputational damage.

Information Security: Protecting our internal information systems and sensitive data from unauthorized access and breaches is critical. Any lapses in information security could lead to data leaks, operational disruptions, and legal liabilities. For instance, a cyberattack compromising sensitive customer data could result in regulatory fines, class-action lawsuits, and severe reputational damage. Compliance with data protection laws, such as the General Data Protection Regulation (GDPR), requires ongoing investment in security measures and regular audits to ensure adherence.

Insurance Policies: Our Company has not availed any insurance coverage against potential losses arising from loss of assets or other risks associated with the business of our Company.

Research and Development: Continuous investment in research and development (R&D) is essential to innovate and stay competitive. Any failure in our R&D efforts to produce commercially viable products could impact our market position and growth prospects. R&D activities involve significant financial investments and inherent uncertainties. If our R&D projects do not yield the anticipated technological advancements or market acceptance, it could result in sunk costs and reduced profitability.

Product Development Delays: Delays in the development and launch of new products and services could adversely affect our competitive position and revenue growth. Timely delivery of innovative solutions is crucial to meet market demands. Prolonged development timelines could result in missed market opportunities, reduced market share, and financial losses. For example, a delayed product launch in a highly competitive market could result in a loss of first-mover advantage and decreased sales.

Intellectual Property Protection: Our ability to protect our intellectual property (IP) is vital for maintaining our competitive edge. Any inadequacies in IP protection measures could result in IP theft, infringement, and loss of competitive advantage. Defending our IP rights through litigation can be costly and time-consuming. Additionally, changes in IP laws or their interpretation could adversely impact our ability to protect our proprietary technologies and innovations.

Cost Management: Effective cost management is essential to maintain profitability. Any failure to control costs, including labor, materials, and overheads, could negatively impact our financial performance. Unexpected increases in costs, such as higher-than-anticipated labor costs or rising prices of raw materials, could result in margin erosion and reduced profitability. Implementing cost control measures and maintaining flexibility in our cost structure is critical to mitigate these risks.

Customer Satisfaction: Customer satisfaction is critical to retaining business and securing new opportunities. Any decline in customer satisfaction levels due to service issues, quality problems, or unmet expectations could result in loss of business and reputation. Negative customer experiences could lead to increased churn rates, decreased customer lifetime value, and negative word-of-mouth, adversely affecting our brand reputation and market position.

Sales and Marketing Effectiveness: The effectiveness of our sales and marketing strategies in promoting our products and services is crucial. Ineffective sales and marketing efforts could result in lower sales, reduced market share, and decreased revenue. Poorly executed marketing campaigns or inadequate market research could lead to misaligned product offerings, decreased customer engagement, and financial losses. Continuous investment in market research and marketing initiatives is essential to maintain competitive positioning and drive revenue growth.

Contract Management: Managing contracts effectively with customers, suppliers, and partners is essential to minimize risks and ensure compliance. Poor contract management practices could lead to legal disputes, financial losses, and reputational damage. Inadequate contract oversight could result in unmet contractual obligations, penalties, and strained business relationships. Implementing robust contract management processes and regular audits is crucial to mitigate these risks.

Financial Management: Sound financial management, including budgeting, forecasting, and cash flow management, is vital for our stability and growth. Any financial mismanagement could result in liquidity issues, financial losses, and inability to fund operations. Inaccurate financial forecasting could lead to cash flow shortages, increased borrowing costs, and potential insolvency. Implementing rigorous financial controls and regular financial reviews is essential to ensure financial stability and support long-term growth.

Internal Communication: Effective internal communication is essential for coordination, collaboration, and decision-making. Any communication breakdowns within the organization could lead to misunderstandings, inefficiencies, and reduced productivity. Poor internal communication could result in misaligned objectives, project delays, and decreased employee morale. Implementing clear communication channels and fostering a culture of open communication is crucial to enhance organizational effectiveness.

Employee Training and Development: Investing in employee training and development is crucial to maintaining a skilled and knowledgeable workforce. Any inadequacies in training programs could result in skill gaps, reduced

productivity, and decreased employee satisfaction. Insufficient training could lead to errors, decreased product quality, and increased operational risks. Implementing comprehensive training and development programs is essential to enhance employee competencies and support organizational growth.

Change Management: Managing organizational change, including restructuring, mergers, and process changes, requires careful planning and execution. Poor change management practices could result in employee resistance, operational disruptions, and decreased morale. Ineffective change management could lead to project delays, increased costs, and decreased productivity. Implementing structured change management processes and engaging stakeholders is crucial to ensure successful change implementation.

Innovation Culture: Fostering a culture of innovation is essential for continuous improvement and staying competitive. Any failure to encourage and support innovative thinking among employees could hinder our ability to develop new solutions and adapt to market changes. A lack of innovation could result in stagnant product offerings, decreased market relevance, and loss of competitive advantage. Promoting a culture of innovation through leadership support and incentive programs is critical to drive continuous improvement.

Resource Allocation: Effective allocation of resources, including personnel, technology, and finances, is critical to achieving our strategic objectives. Misallocation of resources could result in inefficiencies, missed opportunities, and reduced profitability. Inadequate resource planning could lead to project delays, increased costs, and decreased operational efficiency. Implementing strategic resource planning and regular reviews is essential to optimize resource utilization and support organizational goals.

Supply Chain Management: Managing our supply chain effectively is essential to ensure timely delivery of products and services. Any disruptions in the supply chain could lead to delays, increased costs, and inability to meet customer demands. Supply chain disruptions could result from various factors, including supplier issues, natural disasters, or geopolitical tensions. Implementing robust supply chain management practices and contingency planning is crucial to mitigate these risks.

Technology Integration: Integrating new technologies into our existing systems and processes requires careful planning and execution. Any failures in technology integration could result in operational disruptions, increased costs, and reduced efficiency. Inadequate technology integration could lead to data inconsistencies, system downtimes, and decreased productivity. Implementing structured technology integration processes and comprehensive testing is essential to ensure seamless integration and operational continuity.

Customer Relationship Management: Maintaining strong relationships with our customers is vital for long-term success. Any deterioration in customer relationships could lead to loss of business, decreased customer loyalty, and negative word-of-mouth. Poor customer relationship management could result in decreased customer satisfaction, increased churn rates, and reduced revenue. Implementing effective customer relationship management practices and regular customer feedback mechanisms is crucial to enhance customer satisfaction and retention.

Business Continuity Planning: Developing and maintaining effective business continuity plans is essential to ensure operations can continue during disruptions. Inadequate business continuity planning could result in extended downtime, financial losses, and reputational damage. Business disruptions could result from various factors, including natural disasters, cyberattacks, or pandemics. Implementing comprehensive business continuity planning and regular drills is crucial to ensure operational resilience.

Leadership Succession: Having a clear leadership succession plan is crucial to ensure continuity and stability. Any lack of succession planning could result in leadership voids, strategic misdirection, and operational disruptions. Ineffective succession planning could lead to decreased investor confidence, reduced employee morale, and decreased organizational effectiveness. Implementing structured leadership succession planning and talent development programs is essential to ensure leadership continuity and support long-term growth.

Diversity and Inclusion: Promoting diversity and inclusion within the organization is important for fostering innovation and employee satisfaction. Any shortcomings in diversity and inclusion efforts could result in a less dynamic workforce and potential reputational issues. A lack of diversity could lead to decreased creativity, reduced

employee engagement, and increased turnover rates. Implementing comprehensive diversity and inclusion initiatives and regular diversity audits is crucial to enhance organizational effectiveness and support a positive workplace culture.

Employee Morale: Maintaining high employee morale is essential for productivity and retention. Any factors negatively affecting morale, such as poor working conditions or lack of recognition, could lead to decreased productivity and higher turnover. Low employee morale could result in decreased job satisfaction, increased absenteeism, and decreased organizational effectiveness. Implementing employee engagement initiatives and regular employee satisfaction surveys is crucial to enhance employee morale and support organizational growth.

Ethics and Corporate Governance: Adhering to high standards of ethics and corporate governance is essential for maintaining stakeholder trust. Any ethical lapses or governance failures could result in legal liabilities, financial losses, and damage to our reputation. Poor corporate governance practices could lead to decreased investor confidence, regulatory scrutiny, and operational inefficiencies. Implementing robust corporate governance frameworks and regular governance audits is crucial to ensure ethical conduct and organizational transparency.

Inventory Management: Efficient inventory management is critical to ensure the availability of products while minimizing carrying costs. Poor inventory management practices could result in stockouts, excess inventory, and increased operational costs. Inadequate inventory management could lead to decreased customer satisfaction, increased holding costs, and decreased profitability. Implementing effective inventory management systems and regular inventory reviews is essential to optimize inventory levels and support operational efficiency.

IT Infrastructure: Maintaining a robust and scalable IT infrastructure is essential for supporting our operations and growth. Any weaknesses in our IT infrastructure could result in operational disruptions, data loss, and decreased efficiency. IT infrastructure failures could lead to decreased productivity, increased recovery costs, and potential data breaches. Implementing comprehensive IT infrastructure management practices and regular system upgrades is crucial to ensure operational continuity and data security.

Software Development Lifecycle: Managing the software development lifecycle effectively is crucial for delivering high-quality products on time. Any failures in this process could result in delayed releases, software defects, and customer dissatisfaction. Inadequate software development practices could lead to increased development costs, decreased product quality, and missed market opportunities. Implementing structured software development methodologies and regular quality assurance processes is essential to ensure successful product development and market launch.

Vendor Management: Effective management of our relationships with vendors and suppliers is essential to ensure quality and reliability. Any issues with vendor performance or reliability could impact our operations and service delivery. Poor vendor management could result in increased costs, supply chain disruptions, and decreased product quality. Implementing robust vendor management practices and regular vendor performance evaluations is crucial to ensure reliable supply chain operations and product quality.

Environmental Impact: Managing our environmental impact is important for regulatory compliance and corporate responsibility. Any failures to address environmental concerns could result in legal liabilities and reputational damage. Environmental non-compliance could lead to regulatory fines, increased operational costs, and decreased stakeholder trust. Implementing comprehensive environmental management practices and regular environmental audits is crucial to ensure regulatory compliance and support sustainable operations.

Scalability: Our ability to scale operations to meet growing demand is critical for sustained growth. Any limitations in scalability could result in missed opportunities, customer dissatisfaction, and reduced market share. Inadequate scalability could lead to operational bottlenecks, decreased productivity, and increased costs. Implementing scalable infrastructure and flexible operational processes is essential to support business growth and market expansion.

Legal Compliance: Adhering to applicable laws and regulations is essential to avoid legal liabilities and penalties. Any non-compliance with legal requirements could result in fines, legal disputes, and damage to our reputation. Legal non-compliance could lead to increased regulatory scrutiny, decreased investor confidence, and operational disruptions.

Implementing comprehensive compliance programs and regular legal audits is crucial to ensure regulatory adherence and mitigate legal risks.

Strategic Planning: Effective strategic planning is crucial for long-term success. Any deficiencies in our strategic planning process could result in misaligned objectives, missed opportunities, and decreased competitiveness. Poor strategic planning could lead to decreased market relevance, decreased organizational effectiveness, and financial losses. Implementing structured strategic planning processes and regular strategic reviews is essential to support organizational growth and market positioning.

Financial Reporting: Accurate and timely financial reporting is essential for informed decision-making and stakeholder confidence. Any inaccuracies or delays in financial reporting could result in regulatory penalties and loss of investor trust. Inadequate financial reporting practices could lead to decreased financial transparency, regulatory scrutiny, and operational inefficiencies. Implementing robust financial reporting systems and regular financial audits is crucial to ensure accurate financial reporting and organizational transparency.

Customer Support: Providing effective customer support is vital for customer satisfaction and retention. Any shortcomings in our customer support services could result in customer complaints, loss of business, and damage to our reputation. Poor customer support could lead to increased churn rates, decreased customer loyalty, and decreased revenue. Implementing comprehensive customer support systems and regular customer feedback mechanisms is crucial to enhance customer satisfaction and support business growth.

Corporate Culture: A positive corporate culture is essential for employee engagement and productivity. Any negative aspects of our corporate culture could result in decreased morale, higher turnover, and reduced performance. Poor corporate culture could lead to decreased employee satisfaction, increased absenteeism, and decreased organizational effectiveness. Implementing positive corporate culture initiatives and regular employee satisfaction surveys is crucial to enhance organizational effectiveness and support a positive workplace environment.

Research Collaboration: Collaborating effectively with research institutions and partners is important for innovation. Any failures in research collaboration could hinder our ability to develop new technologies and solutions. Poor research collaboration could lead to decreased innovation, missed market opportunities, and reduced competitive advantage. Implementing structured research collaboration processes and regular partner evaluations is crucial to support innovation and market relevance.

Strategic Alliances: Forming and maintaining strategic alliances with other companies is crucial for business growth. Any breakdowns in these alliances could result in missed opportunities and decreased competitiveness. Poor strategic alliance management could lead to decreased market reach, operational inefficiencies, and financial losses. Implementing effective strategic alliance management practices and regular alliance reviews is essential to support business growth and competitive positioning.

Capital Allocation: Allocating capital effectively to various projects and initiatives is essential for maximizing returns. Poor capital allocation decisions could result in financial losses and reduced shareholder value. Inadequate capital allocation could lead to decreased operational efficiency, missed growth opportunities, and decreased profitability. Implementing structured capital allocation processes and regular capital reviews is crucial to optimize returns and support organizational growth.

Cost of Capital: Managing the cost of capital is important for maintaining profitability. Any increases in the cost of capital, such as higher interest rates, could impact our financial performance. Increased cost of capital could lead to decreased profitability, decreased cash flow, and decreased investment capacity. Implementing effective capital management practices and regular cost reviews is crucial to mitigate financial risks and support business growth.

Knowledge Management: Effectively managing and sharing knowledge within the organization is crucial for continuous improvement and competitive advantage. Poor knowledge management practices could result in decreased innovation, operational inefficiencies, and decreased employee productivity. Inadequate knowledge sharing could lead to increased learning curves, decreased organizational learning, and missed market opportunities. Implementing

comprehensive knowledge management systems and regular knowledge audits is essential to support organizational effectiveness and market relevance.

Non-compliance with Insider Trading and Structured Digital Database (SDD) Requirements: Non-compliance with regulations pertaining to insider trading and Structured Digital Database (SDD) can result in severe penalties, legal actions, and reputational damage. Insider trading regulations mandate strict controls and disclosures to prevent unfair trading practices and ensure market integrity. Failure to adhere to these regulations may lead to significant financial losses, enforcement actions by regulatory authorities, and could adversely affect the company's financial condition, operating results, and stock price. It is crucial for investors to understand the implications of such non-compliance and the potential risks involved. Equity investments are inherently risky, and prospective investors should be aware of their risk tolerance and consult with financial advisors if necessary.

External Risk Factors:

Rapid Technological Changes: The Information Technology and Software industry is characterized by rapid and continuous technological advancements. Our ability to remain competitive and ensure sustained growth is contingent upon our capacity to innovate and integrate emerging technologies. Failure to adapt to such advancements may result in our products and services becoming obsolete or less competitive, adversely affecting our market position and financial performance.

Cybersecurity Threats: We are exposed to significant cybersecurity risks, including but not limited to data breaches, hacking, phishing attacks, and other forms of cyberattacks. A successful cyberattack could result in the unauthorized access, loss, or dissemination of sensitive data, including customer information, proprietary business data, and financial records. Such breaches can lead to substantial reputational damage, loss of customer trust, and potential legal liabilities.

Regulatory Environment: The regulatory landscape governing data protection, intellectual property, cybersecurity, and software distribution is complex and constantly evolving. Compliance with varying international, federal, state, and local regulations imposes significant operational burdens. Changes in such regulations, or the introduction of new regulations, could increase our operational costs, restrict our business practices, and impact our ability to operate in certain jurisdictions.

Intense Market Competition: The IT and Software industry is highly competitive, featuring numerous players ranging from large multinational corporations to agile startups. Competitive pressures may lead to price reductions, reduced profit margins, and loss of market share. Our ability to maintain our competitive position depends on our capacity to deliver innovative, high-quality products and services, respond to market demands promptly, and manage costs effectively.

Dependence on Key Customers: Our business is dependent on a limited number of key customers, and the loss of any major customer, or a significant reduction in their demand for our products and services, could adversely affect our financial performance. Long-term contracts with key clients are crucial to maintaining stable revenue streams, but any deterioration in these relationships could have a material adverse effect on our business operations.

Intellectual Property Risks: Protecting our intellectual property (IP) is crucial for maintaining our competitive edge. There is a risk of IP theft or infringement, which could harm our competitive position. Defending our IP rights through litigation can be costly and time-consuming. Additionally, changes in IP laws or their interpretation could adversely impact our ability to protect our proprietary technologies and innovations.

Global Economic Conditions: Global economic instability, such as recessions, changes in trade policies, or economic sanctions, can affect our business operations and financial performance. Economic downturns in key markets may reduce demand for our products and services. Additionally, fluctuations in foreign exchange rates can impact our revenues and profitability, particularly as we engage in significant cross-border transactions.

Talent Acquisition and Retention: Our success depends on our ability to attract, hire, and retain skilled professionals in a highly competitive labor market. The IT and software industry faces a chronic shortage of skilled talent, and

competition for qualified personnel is intense. Our inability to attract or retain key talent could adversely impact our ability to innovate, execute projects effectively, and maintain customer satisfaction.

Geopolitical Risks: Geopolitical risks, including political instability, changes in government policies, and international conflicts, can impact our global operations. For instance, changes in visa policies or international trade agreements could affect our ability to deploy personnel internationally or disrupt our supply chain, thereby impacting our service delivery capabilities.

Technological Infrastructure Reliability: Our operations rely heavily on the stability and reliability of our technological infrastructure. Any disruption, whether due to hardware failures, software bugs, or network outages, could impair our ability to deliver services, resulting in potential financial losses and damage to our reputation.

Data Privacy Concerns: With increasing scrutiny on data privacy, any perceived or actual failure to protect personal data could result in significant legal and financial repercussions. Compliance with global data privacy regulations, such as GDPR and CCPA, requires ongoing investment in security and privacy measures.

Supply Chain Disruptions: We depend on a global supply chain for hardware and software components. Any disruption, whether due to natural disasters, geopolitical tensions, or supplier issues, could affect our ability to produce and deliver products and services on time.

Intellectual Property Litigation: The risk of being involved in intellectual property litigation is significant in the IT industry. Defending against IP claims can be costly and time-consuming, diverting resources from our core business activities. Unfavorable outcomes could result in substantial financial liabilities and operational restrictions.

Outsourcing Risks: We outsource certain business functions to third-party vendors, both domestically and internationally. Any failure by these vendors to perform their obligations could adversely affect our operations. Additionally, changes in outsourcing regulations, particularly in key outsourcing destinations like India, could impact our cost structure and operational efficiency.

Exchange Rate Fluctuations: As a company with significant international operations, we are exposed to risks associated with fluctuations in foreign exchange rates. Adverse movements in exchange rates could affect our revenue, costs, and profitability, particularly as a substantial portion of our revenues is generated in foreign currencies.

Environmental Regulations: Compliance with environmental regulations, including those related to electronic waste disposal and energy consumption, imposes additional operational burdens. Non-compliance with such regulations can result in legal liabilities and reputational damage.

Dependency on Key Personnel: Our performance is highly dependent on the continued service of our senior management and other key personnel. The loss of any key individual without adequate replacement could adversely affect our ability to execute our business strategy and achieve our objectives.

Customer Concentration: A significant portion of our revenue is derived from a limited number of customers. The loss of any major customer, or a significant reduction in their demand, could materially impact our financial performance and business prospects.

Project Management Risks: Our business involves the execution of complex projects that require precise management of time, resources, and scope. Any failure to effectively manage these projects could result in cost overruns, delays, and reduced profitability.

Litigation Risks:

We may be subject to various legal proceedings and claims in the course of our business. Litigation can be costly, time-consuming, and unpredictable, and an adverse outcome in any significant legal matter could have a material adverse effect on our financial condition and results of operations.

Economic and Political Uncertainty: Economic and political instability in key markets can adversely affect our business operations and financial performance. Factors such as changes in government policies, economic sanctions, and social unrest can create uncertainty and disrupt our business activities.

Market Acceptance of New Products: The success of our new products and services depends on their acceptance by the market. If our new offerings fail to gain traction or meet customer expectations, our growth prospects and financial performance could be adversely affected.

Credit Risk: We extend credit to our customers, and a significant portion of our receivables may be concentrated among a few customers. Any deterioration in the financial condition of these customers could result in delays or defaults in payments, adversely affecting our cash flow and financial condition.

Technological Obsolescence: Rapid changes in technology could render our existing products and services obsolete. To remain competitive, we must continually invest in new technologies and develop innovative solutions, which may not always be successful or yield expected returns.

Strategic Alliances and Partnerships: Our business strategy involves forming strategic alliances and partnerships. The success of these collaborations depends on various factors, including the alignment of business objectives and the performance of our partners. Any failure in these alliances could impact our business operations and growth prospects.

Rights Issue related Risk Factors:

Investing in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information disclosed in this Draft Letter of Offer, including the risks and uncertainties described below and the "Financial Statements" beginning on page 108 before making any investment decisions. Equity investments are subject to market risks, including the potential loss of principal, and may be affected by changes in market conditions, economic factors, regulatory environments, and company-specific developments. There is no assurance that the investment objectives will be achieved, and past performance is not indicative of future results. Investors should be aware of their risk tolerance and consult with financial advisors if necessary.

Dilution of Shareholders' Equity: The rights issue will result in the issuance of additional shares, leading to the dilution of the equity holdings of existing shareholders who do not participate in the rights issue. Non-participating shareholders will see their ownership percentage decrease, potentially reducing their influence over corporate decisions and their share of future earnings.

Under-subscription Risk: There is a risk that the rights issue may be under-subscribed if the existing shareholders do not exercise their rights in full or if there is insufficient demand from new investors. Under-subscription may result in the company not raising the desired amount of capital, impacting planned investments and financial stability. To mitigate this, the company may need to seek alternative funding, potentially at less favorable terms.

Pricing Risk: The pricing of the rights issue may not be attractive to existing shareholders, leading to lower participation rates. If the issue price is set too high relative to the current market price, shareholders may opt not to subscribe, resulting in under-subscription. Conversely, if the issue price is set too low, it may not maximize the potential capital raised and could lead to unnecessary dilution.

Market Perception: The announcement of a rights issue may be perceived negatively by the market, signaling potential financial distress or an inability to generate sufficient internal cash flow. This perception could lead to a decline in the company's stock price, adversely affecting the value of the rights and the attractiveness of the offer to shareholders.

Timing Risk: The timing of the rights issue may coincide with adverse market conditions or economic downturns, making it difficult to attract investors. Market volatility, economic uncertainty, or sector-specific issues could negatively impact the success of the rights issue. Poor timing may lead to under-subscription and reduced capital raised.

Use of Proceeds: There may be risks associated with the intended use of the proceeds from the rights issue. If the raised funds are not effectively utilized or the planned projects do not yield the expected returns, it could adversely affect the company's financial performance and shareholder value. Misallocation of funds could lead to decreased profitability and investor dissatisfaction.

Regulatory Compliance: The rights issue is subject to regulatory approvals and compliance with securities laws. Any delays or failure to obtain necessary approvals could postpone or jeopardize the rights issue. Non-compliance with regulatory requirements could result in legal penalties, reputational damage, and financial losses.

Rights Trading Risk: If the rights are traded on the stock exchange, their market value may fluctuate significantly based on market conditions and investor sentiment. Shareholders who wish to sell their rights may face volatility and may not realize the anticipated value. Additionally, low liquidity in the trading of rights could make it difficult for shareholders to sell their rights at a favorable price.

Execution Risk: The process of executing a rights issue involves multiple steps, including shareholder communication, regulatory filings, and coordination with financial intermediaries. Any errors, delays, or inefficiencies in the execution process could impact the success of the rights issue. Poor execution could lead to shareholder confusion, under-subscription, and reputational damage.

Strategic Risk: The issuance of additional shares through the rights issue may alter the company's strategic direction or ownership structure. New or existing shareholders acquiring a significant portion of the rights issue could influence corporate decisions and strategic priorities, potentially leading to conflicts of interest or shifts in business focus.

Financial Health Impact: While the rights issue aims to strengthen the company's financial position, there is a risk that the infusion of new capital may not lead to the anticipated improvement in financial health. Poor financial management or unforeseen expenses could negate the benefits of the additional funds, leading to ongoing financial challenges.

Impact on Share Price: The announcement and subsequent implementation of a rights issue may lead to fluctuations in the company's share price. Speculative trading, market reactions, and investor perceptions can cause volatility, potentially resulting in a lower share price post-issue. Significant share price decline could affect the overall market capitalization and investor confidence.

Investor Relations: The rights issue may impact investor relations, particularly if it is perceived as dilutive or unfavorable by existing shareholders. Effective communication and transparency regarding the rationale and benefits of the rights issue are crucial to maintaining investor trust and confidence. Poor communication could lead to shareholder dissatisfaction and reduced participation.

Competitive Position: The rights issue could potentially impact the company's competitive position. If the additional capital is not effectively utilized to enhance the company's competitive advantage, it may fail to achieve the desired growth and market positioning. Missteps in leveraging the raised funds could result in missed opportunities and diminished market presence.

Legal Challenges: There is a risk of legal challenges or disputes arising from shareholders or other stakeholders regarding the terms, pricing, or execution of the rights issue. Legal disputes could result in delays, increased costs, and reputational damage. Ensuring compliance with legal requirements and fair treatment of all shareholders is essential to mitigate this risk.

Management Focus: The rights issue process may divert management's attention from day-to-day operations and strategic initiatives. The time and resources required to execute the rights issue could impact management's ability to focus on core business activities, potentially affecting operational performance and growth.

Conditionality of Rights Issue: The rights issue may be conditional upon certain events or approvals, such as shareholder approval at a general meeting. Failure to meet these conditions could result in the rights issue not proceeding as planned. Conditionality introduces uncertainty and could impact shareholder participation and market perception.

Impact on Debt Covenants: The rights issue and the resulting change in the company's capital structure may affect existing debt covenants. If the terms of the rights issue violate any covenants, it could lead to a default or require renegotiation of debt terms, potentially resulting in increased borrowing costs or reduced financial flexibility.

Foreign Investment Restrictions: For a company with foreign shareholders, there may be restrictions or regulatory requirements related to foreign investment. Compliance with these regulations is crucial to avoid legal issues and ensure the rights issue's success. Non-compliance could result in penalties, legal challenges, and delays in the rights issue process.

Costs of Rights Issue: The rights issue will involve significant costs, including underwriting fees, legal expenses, marketing, and administrative costs. These costs could reduce the net proceeds available for the intended use and impact the overall financial benefits of the rights issue. Effective cost management and budgeting are essential to maximize the net proceeds.

Impact on Dividend Policy: The issuance of additional shares may impact the company's dividend policy and future dividend payments. Shareholders may perceive a reduction in dividend payouts or changes in dividend policy as unfavorable, affecting their decision to participate in the rights issue. Clear communication regarding dividend policy post-issue is crucial to manage shareholder expectations.

Shareholder Participation Rate: The success of the rights issue is dependent on the participation rate of existing shareholders. If a significant number of shareholders choose not to participate, it could result in under-subscription and reduced capital raised. Ensuring that shareholders understand the benefits and terms of the rights issue is essential to encourage participation.

Impact on Earnings Per Share (EPS): The issuance of additional shares will affect the company's earnings per share (EPS). While the infusion of new capital aims to drive growth, the immediate impact on EPS may be dilutionary. Clear communication regarding the long-term benefits and expected impact on EPS is crucial to manage shareholder expectations.

Impact on Ownership Structure: The rights issue may alter the company's ownership structure, potentially leading to changes in control or influence. Significant participation by new or existing large shareholders could impact corporate governance and decision-making processes. Assessing and managing the potential impact on ownership structure is essential to maintain stability.

Operational Disruptions: The process of executing a rights issue may cause temporary operational disruptions, particularly in administrative and financial functions. Ensuring that these disruptions are minimized and managed effectively is crucial to maintain business continuity and operational efficiency during the rights issue process.

Long-term Strategic Goals: The success of the rights issue is contingent upon the alignment of the raised capital with the company's long-term strategic goals. Any misalignment or failure to execute strategic initiatives effectively could result in suboptimal use of funds and decreased shareholder value. Strategic planning and alignment are essential to maximize the benefits of the rights issue.

Future Fundraising Capabilities: The success and perception of the current rights issue may impact the company's ability to raise capital in the future. If the rights issue is perceived as unsuccessful or if the funds are not effectively utilized, it could affect investor confidence and future fundraising capabilities. Building and maintaining investor trust is crucial for long-term capital-raising efforts.

Use of Proceeds Disclosure: Transparency and accuracy in disclosing the intended use of proceeds from the rights issue are essential for maintaining investor confidence. Any discrepancies or changes in the use of proceeds could result in legal challenges, regulatory scrutiny, and loss of investor trust. Clear and detailed disclosure is crucial to mitigate these risks.

Competitive Responses: The announcement and execution of a rights issue may prompt competitive responses from other companies in the industry. Competitors may seek to capitalize on perceived weaknesses or uncertainties associated with the rights issue. Anticipating and managing competitive responses is crucial to maintain market positioning and competitive advantage.

Impact on Employee Stock Options: The issuance of additional shares may impact the value and terms of employee stock options and other equity-based compensation plans. Ensuring that these impacts are communicated clearly and managed effectively is essential to maintain employee motivation and retention.

Tax Implications: The rights issue may have tax implications for the company and its shareholders. Understanding and managing these tax implications is crucial to avoid unexpected liabilities and ensure compliance with tax regulations.

Introduction

The Issue

This Issue has been authorized through a resolution passed by our Board at its meeting held on May 29, 2024, pursuant to Section 62(1)(a) of the Companies Act. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Board of Directors/ Rights Issue Committee at its meeting held on [●].

The following is a summary of this Issue and should be read in conjunction with and is qualified entirely by, the information detailed in the chapter titled “**Terms of the Issue**” on page 186 of this Draft Letter of Offer.

Particulars	Detail of Rights Issue
Warrants being offered by our Company	Upto [●] Warrants for an aggregate amount of upto ₹[●]
Fractional Entitlement*	For further details in relation to fractional entitlements, please refer "Terms of the Issue" on page 186 of this Draft Letter of Offer.
Record Date	[●]
Issue Price Per Warrants	₹[●] per Equity Share (including a premium of ₹[●] per Equity Share).
Application Price of the Warrants	₹[●] per Warrant to be received amounting to ₹[●] (for [●] Warrants at ₹[●] per Warrant payable on Application)
Warrant Exercise Price	₹[●] per Warrant payable at the time of the exercise of the Warrants.
Tenure of the Warrants	18 months from the date of allotment of the Warrants, i.e. Warrants which are not tendered to be converted into Equity Shares at the completion of the Warrant Exercise Period (18 months), shall lapse and the relevant holder/s of such Warrants shall not be entitled to allotment of the Equity Shares against such Warrants.
Warrant Exercise Period	A period that commences on the completion of the 1 st month from the date of allotment of the Warrants and shall continue up to the completion of close of business hours of the last day of the 18 th month from the date of allotment of the Warrants
Issue Size	Upto [●] Warrants, each at a premium of ₹[●] per Warrants, i.e.,
Equity Shares issued, subscribed, and paid up prior to the Issue	1,91,61,915 of face value of ₹10 each For details, please refer to " Capital Structure " beginning on page 43 of this Draft Letter of Offer.

Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement) and made fully paid up	[●] Equity Shares of face value of ₹10 each
Equity Shares outstanding after exercise of the Warrants (assuming full conversion of Warrants)	[●] Equity Shares of face value of ₹10 each
Scrip Details	BSE Scrip Code: 530457 BSE Scrip Symbol: CINERAD ISIN: INE959B01017
ISIN for Rights Entitlements	[●]
Use of Issue Proceeds	For details, please refer to “ <i>Objects of the Issue</i> ” beginning on page 46 of this Letter of Offer.
Terms of the Issue	For details, please refer to “ <i>Terms of the Issue</i> ” beginning on page 186 of this Letter of Offer.
Terms of Payment	For details, please refer to “ <i>Terms of the Issue</i> ” beginning on page 186 of this Letter of Offer.
Use of Issue Proceeds	For details, please refer to “ <i>Objects of the Issue</i> ” beginning on page 46 of this Letter of Offer.

**For Rights Warrants being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Warrants. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Rights Warrants each if such Eligible Equity Shareholders have applied for Rights Warrants over and above their Rights Entitlements.*

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Issue Opening Date	[●]
Last Date for On Market Renunciation Rights	[●]
Issue Closing Date	[●]

Notes: [●]

Payment Schedule of Warrants:

For issue of [●] Warrants

Amount Payable per Warrant*	Price (₹)
On Application	[●]**
On Warrant Exercise	[●]***
Total	[●]

**For further details on Payment Schedule, see “Terms of the Issue” on page 186*
 **[●].
 *** [●].

General Information

Our Company was incorporated on September 17, 1986, as Cinerad Communications Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by Registrar of Companies, Bombay. Subsequently, pursuant to conversion of the company to public limited company, the name of the Company was changed to Cinerad Communications Limited vide fresh certificate of incorporation dated November 01, 1994, issued by Registrar of Companies, Bombay. The Corporate Identification Number of our Company is L92100WB1986PLC218825. There has been no change in the name of Company in the last three years. The registered office of the Company is situated at 80, Burtolla Street, Kolkata – 700007, West Bengal India. Tel. No.: +91-77199 13351, Email id: cinerad@gttsolutions.in, website: www.cineradcommunications.com. There has been change in the registered office of the Company from Subol Dutt Building 13, Brabourne Road, Mezzanine Floor, Kolkata- 700001, West Bengal, India to 80, Burtolla Street, Kolkata – 700007, West Bengal, India vide Board Meeting dated April 22, 2024. Our Company is presently engaged in the business of IT Services and IT Training. The Equity Shares of the Company are presently listed on BSE with (Security Symbol: CINERAD, Security Code: 530457). The ISIN of the equity shares is INE959B01017.

Registered and Corporate Office, CIN and Registration Number of our Company.

Cinerad Communications Limited.

80, Burtolla Street,
Kolkata – 700007,
West Bengal India*

Telephone: +91-77199 13351

E-mail ID: cinerad@gttsolutions.in

Website: www.cineradcommunications.com.

CIN: L62099WB1986PLC218825

Registration Number: 218825

**The Board of Directors at its meeting held on April 22, 2024, has recommended shifting of registered office of the Company from Kolkata, West Bengal to 1143, North Shivaji Nagar, Samani Compound, Timber Area, Sangli - 416 416 Maharashtra i.e. from one state to another state. Further, approval of the shareholders being accorded in its Extra Ordinary General Meeting held on June 08, 2024 to shift the registered office of the Company. The Company is in process of acquiring necessary approval from regulatory authorities including from Central Government (Power delegated to Regional Director) pursuant to section 13(4) of the Companies Act, 2013. For further details of the change in name and registered office of our Company, please refer "General Information" beginning on page 37 this Draft Letter of Offer.*

Our Company does not have a Corporate Office.

The books of the accounts and other records are maintained by the company at Sapphire Park Gallery Near Patil Estate, Office No 7/8 Mumbai Road, Shivajinagar, Pune City, Maharashtra, India, 411005 being its office.

Registrar of Companies.

Our Company is registered with the Registrar of Companies, Kolkata, West Bengal situated at the following address:

Registrar of Companies

Nizam Palace, 2nd MSO Building,
2nd Floor, 234/4, A.J.C.B. Road,
Kolkata-700020, West Bengal.

Telephone: 033-22877390

Email-ID: roc.kolkata@mca.gov.in

Board of Directors of our Company.

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

Name	Age	Designation	Address	DIN
------	-----	-------------	---------	-----

Pankaj Ramesh Samani	49	Managing Director	1143, Swati Bunglows, Samani Compound, North Shivajinagar, Sangli, Miraj, Maharashtra – 416416	06799990
Kaushal Uttam Shah	46	Non-Executive Director	621, Ramchandra Plot, Gulmohar Colony, South Shivajinagar, Sangli, Maharashtra – 416416	02175130
Ganesh Natarajan	67	Chairperson	Flat No. 201, 2nd Floor, 219 Boat Club, Boat Club Road, Sangamwadi, Pune, Maharashtra – 411001	00176393
Nitin Neminath Patil	49	Non-Executive Director	Flat No. 303, Amrut Siddhi Appartment, Navi Peth, Near Bhide Hospital, Laxmi Park, Rajendr Nagar, Pune, Maharashtra-411030	07686672
Salil Sriram Shetty	49	Independent Director	Apartment 801 Skylon Towers, Narangi Baug Road, Pune City, Pune 411001, Maharashtra, India.	07424136
Shantanu Jagannath Surpure	54	Independent Director	Flat No 602, Grandis, Lodha Aurum, Kanjurmarg East, Mumbai- 400042 Maharashtra, India	00337426
Ruchika Mehta	54	Independent Director	C-206, Sarvodaya Enclave, South Delhi, Delhi-110017, India.	09099762
Samarjeet Vikramsinh Ghatge	41	Independent Director	Shrimant Jasisingrao Ghatge Bhavam, Kagal, Kolhapur- 416216, Maharashtra, India.	01193699

For detailed profile of our directors, please refer to the chapter titled “**Our Management**” on page 92 of this Draft Letter of Offer.

Chief Financial Officer

Chirag Samani, is the Chief Financial Officer of our Company. His contact details are set forth hereunder.
Address: Samani Niwas, Station Road, Near New Punjab Hotel, Miraj, Sangli- 416 410, Maharashtra, India.
Telephone: + 91 81492 44477
E-mail: chiragsamani@smcv.in
Website: cineradcommunications.com

Company Secretary and Compliance Officer

Ebrahim Saifuddin Nimuchwala is the Company Secretary and Compliance officer of our Company. His contact details are set forth hereunder:
Address: Badshah Apts, Flat No - 12, 2nd Floor, Mithanagar, Kondhwa, Lane - 1, Pune City, Pune - 411048, Maharashtra, India.
Telephone: +91 77199 13351
E-mail: cinerad@gttsolutions.com
Website: cineradcommunications.com

Registrar to the Issue

MCS Share Transfer Agent Limited

Address: 3B3, 3rd Floor, B-Wind, Gundecha Onclave Premises Co-op, SocietyLtd. Kherani Road, Saki Naka, Andheri (E), Mumbai – 400 072, India.
Telephone: 022-28516021/ 6022/ 46049717
Email: helpdeskmum@mcsregistrars.com
Website: www.mcsregistrars.com
Investor Grievance Email: helpdeskmum@mcsregistrars.com
Contact Person: Mr. Anil Shinde

SEBI Registration No.: INR000004108

Validity of Registration: Valid until August 16, 2026.

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Rights Warrants applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please see the section entitled “*Terms of the Issue*” on page 186 of this Draft Letter of Offer.

Legal Advisor to the Issue

Bathiya Legal

Address: 909, Bathiya Legal Solaris One, Andheri, Maharashtra, India.

Email ID: info@bathiyalegal.com

Website: www.bathiyalegal.com

Statutory Auditor of our Company

Mehta and Mehta Chartered Accountants

Address: 24, I Floor, Main Road, Bhupalpura, Udaipur- 313001, Rajasthan.

Telephone: 0294-2411369 / 9636649484 / 9413118508 / 9414165569

Email-ID: ho@mehtanmehta.com

Website:

Expert Opinion

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

Our Company has received a written consent from our Statutory Auditor, to include their name in this Draft Letter of Offer and as an “expert”, as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of (a) the Restated Consolidated Financial Statements and the examination report dated [●] thereon, (b) Limited Reviewed Consolidated Financial Statements and their report dated [●] issued thereon, and (c) the statement of possible special tax benefits dated [●] and such consents have not been withdrawn as of the date of this Draft Letter of Offer. However, the term “expert” shall not be construed to mean an “expert” as defined under the Securities Act.

Changes in Auditors during the last three years

Except as disclosed below, there has been no change in the statutory auditors of our Company during the last three years:

Details of Auditor	Date of Change	Reason for Change
Maroti & Associates, Chartered Accountants Address: - 9/12, Lal Bazar Street, “E” Block 3rd Floor, Room No. 2, Kolkata, West Bengal - 700001 Tel.: +91 9831048621 E-mail: mkmaroti@gmail.com Firm Registration No.: 322770E Peer Review Certificate No.: 015687	September 29, 2023	Retired pursuant to completion of their 2 nd consecutive term as the Statutory Auditor

R. K. Kankaria & Co., Chartered Accountants Address: Suite 7B, Kankaria Chambers, 12B, Russel St, Park Street area, Kolkata, West Bengal 700071 Tel.: +91 033 3575 9522 E-mail: support@rkkco.in Firm Registration No.: 321093E Peer Review Certificate No.: 013617	September 29, 2023	Appointment as Statutory Auditor
R. K. Kankaria & Co., Chartered Accountants Address: Suite 7B, Kankaria Chambers, 12B, Russel St, Park Street area, Kolkata, West Bengal 700071 Tel.: +91 033 3575 9522 E-mail: support@rkkco.in Firm Registration No.: 321093E Peer Review Certificate No.: 013617	August 12, 2024	Resigned as Statutory Auditor
Mehta and Mehta Chartered Accountants Address: 24, I Floor, Main Road, Bhupalpura, Udaipur- 313001, Rajasthan. Telephone: 0294-2411369 / 9636649484 / 9413118508 / 9414165569 Email-ID: ho@mehtanmehta.com Firm Registration No.: 016513C Peer Review Certificate No.: 017733	August 16, 2024	Appointment as Statutory Auditor due to Casual Vacancy

Bankers to the Issue/ Refund Bank

[●]
[Address ●]
Telephone: [●]
Email: [●]
Website: [●]
Contact Person: [●]

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> and as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

Inter-se Allocation of Responsibilities

The Company has not appointed any merchant banker as the Issue size is less than ₹5000.00 lakhs and hence there is no inter-se allocation of responsibilities.

Credit Rating

As the issue is of Warrants, credit rating is not required.

Debenture Trustees

As the issue is of Warrants, Debenture Trustee is not required.

Monitoring Agency

Since the size of the Issue is less than ₹10,000 Lakhs, our Company is not required to appoint a monitoring agency in relation to this Issue.

Appraising Agency

None of the purposes for which the Net Proceeds are proposed to be utilized have been appraised by any bank or financial institution or any other independent agency.

Underwriting Agreement

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Investor Grievances

Investors may contact the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ Refund Orders, etc. Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre- Issue or post-Issue related problems such as non-receipt of Abridged Letter of Offer/ Application Form and Rights Entitlement Letter/ Letter of Allotment, Split Application Forms, Share Certificate(s) or Refund Orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Warrants applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application was submitted by the ASBA Investors through ASBA process.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for Rights Issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer was filed with BSE Limited and not with SEBI. However, this Letter of Offer will be submitted with SEBI for information and dissemination purposes and will also be filed with the Stock Exchange.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Last Date for credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last Date for On Market Renunciation Rights [#]	[●]
Issue Closing Date*	[●]
Finalization of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**Our Board, or a duly authorized committee thereof, will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date have not provided details of their demat accounts to our Company or to the Registrar, they must provide their demat account details to our Company or the Registrar no later than two Working Days prior to the Issue Closing Date, i.e., [●]day, [●], to enable credit of the Rights Entitlements to their respective demat accounts by transfer from the demat escrow account, which will happen one day prior to the Issue Closing Date, i.e., [●].

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. It is encouraged that the Application Forms are submitted well in advance before the Issue Closing Date. For details on submitting Application Forms, please refer to "**Terms of the Issue - Procedure for Application**" beginning on page 186 of this Draft Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholder may be accessed by such respective Eligible Equity Shareholder on the website of the Registrar at www.mcsregistrars.com after keying in their respective details along with other security control measures implemented thereat. For further details, please refer to "**Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**" beginning on page 186 of this Draft Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders or the Renouncee of Rights Entitlements on or before the Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from the market or off-market and the purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who receive credit of the Rights Entitlements must make an Application and apply for Warrants offered under Rights Issue, if they want to subscribe to the Warrants offered under the Rights Issue.

Minimum Subscription

In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, read with SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors who are "officers in defaults" shall pay interest for the delayed period, at such rates as prescribed under the applicable laws.

Capital Structure

The Equity Share capital of our Company, as on the date of this Draft Letter of Offer and after giving effect to the Issue is set forth below:

(Amount in ₹, except for shares data)

Sr.No.	Particulars	Aggregate value at nominal value	Aggregate value at Issue Price.
A.	Authorised Share Capital		
	4,00,00,000 Equity Shares of face value ₹ 10/- each	40,00,00,000	[●]
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	1,91,61,915 Equity Shares of face Value ₹ 10/- each	19,16,19,150	[●]
C.	Present Issue in terms of this Draft Letter of Offer⁽¹⁾		
	[●] Warrants, each at a premium of ₹ Per Rights Warrants, i.e. at a price of ₹ [●] Per Rights Warrant ⁽⁴⁾	[●]	[●]
D.	Issued, Subscribed and Paid-Up Share Capital after the Issue⁽²⁾		
	[●] Equity Shares of face Value ₹ 10/- each	[●]	[●]
E.	Issued, Subscribed And Paid-Up Capital after exercise of the Warrants⁽³⁾		
	[●] Equity Shares of face Value ₹ 10/- each ⁽⁴⁾	[●]	[●]
F.	Securities Premium Account		
	Before the Issue	[●]	
	After the Issue	[●]	

⁽¹⁾ The Issue has been authorised by a resolution of our Board passed at its meeting held on May 29, 2024, pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions. The terms of the Issue, including the Record Date and Rights Entitlement Ratio, have been approved by a resolution passed by our Rights Issue Committee of the Board at their meeting held on [●], 2024.

⁽³⁾ Assuming full conversion of Warrants.

⁽⁴⁾ On Application, Investors will have to pay ₹ [●] per Warrant which constitutes [●]% of the Issue Price and the balance ₹ [●] per Warrant which constitutes [●]% of the Warrant Issue Price, will have to be paid, on one or more subsequent Call(s), as determined by our Board at its sole discretion.)

NOTES TO CAPITAL STRUCTURE

1. Details of Outstanding instruments.

There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Letter of Offer. Further, our Company does not have any employee stock option scheme or employee stock purchase scheme.

2. Intention and extent of participation by the Promoter and Promoter Group in the Issue:

Our Promoters and entities forming part of our Promoter Group have, vide their letters dated September 18, 2024 and all Promoter and Promoter Group, have undertaken to subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement renounced in their favour by any other Promoter or member of the Promoter Group of our Company.

Our Promoters have undertaken to: (a) subscribe, jointly and severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement renounced in their favour by any other Promoter or member of the Promoter Group; and (b) subscribe to, either individually or jointly, with the Promoter or member of the Promoter Group, for Additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue. Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of Regulation 10(4)(b) of the SEBI Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ [●]/-.

Further, they reserve the right to apply for, and subscribe to, additional Rights Warrants, including subscribing to the unsubscribed portion (if any), subject to compliance with the minimum public shareholding requirement as prescribed under the SCRR and the SEBI Listing Regulations.

3. The ex-rights price of the Equity Shares offered pursuant to this Issue and in compliance with the valuation formula as per Regulation 10(4)(b) of the Takeover Regulations is ₹[●] per equity share.
4. At any given time, there shall be only one denomination of the Equity Shares of our Company, excluding any equity shares with superior rights, if any, issued by our Company
5. As on the date of filing this Draft Letter of Offer, our Company has no partly paid-up Equity Shares.

6. Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchange in compliance with the SEBI Listing Regulations:

- i. The shareholding pattern of our Company as on June 30, 2024, can be accessed on the website of the BSE from www.bseindia.com.
- ii. Statement showing shareholding pattern of the Promoter including details of lock-in, pledge of and encumbrance thereon, as on June 30, 2024 can be accessed on the website of the BSE from www.bseindia.com.
- iii. Statement showing holding of Equity Shares of persons belonging to the category "Public" including shareholders holding more than 1% of the total number of Equity Shares as on June 30, 2024 can be accessed on the website of the BSE from www.bseindia.com.

7. Details of shareholders of our Company holding 1% or more of the paid-up capital of the issuer as last disclosed to the Stock Exchange:

The details of shareholders of our Company holding more than 1% of the issued, subscribed and paid -up Equity Share capital of our Company, as on June 30, 2024 can be accessed on the website of the BSE from www.bseindia.com.

8. Details of shares locked-in, pledged, encumbrance by promoter and promoter group:

The Equity Shares of our Promoters and Promoter Group aggregating to 1,11,62,415 Equity Shares has been locked in, in accordance to SEBI (ICDR) Regulations on account of preferential allotment undertaken by our Company Cinerad Communications Limited.

9. Details of specified securities acquired by the promoter and promoter group in the last one year immediately preceding the date of filing of the Draft Letter of Offer:

Except as detailed below, none of our Promoters or Promoter Group have acquired any securities in the last one year, immediately preceding the date of filing of this Draft Letter of Offer.

Sr. No.	Name	Promoter/ Promoter Group Entity	Date of Transaction	Number of Equity Shares	Nature of Transaction
1	Pankaj Ramesh Samani	Promoter	March 7, 2024	2,83,260	Off-market transfer*
			March 12, 2024	6,16,740	Off-market transfer*
2	Kaushal Uttam Shah	Promoter	March 12, 2024	5,59,771	Off-market transfer*
3	UG Patwardhan Services Private Limited	Promoter	March 12, 2024	9,00,000	Off-market transfer*
4	Ganesh Natarajan	Promoter	March 12, 2024	100	Off-market transfer*
			March 13, 2024	49,85,030	Preferential Allotment [#]
5	Uma Ganesh Natarajan	Promoter	March 12, 2024	100	Off-market transfer*
			March 13, 2024	12,52,185	Preferential Allotment [#]
6	Manoj Manohar Panvelkar	Promoter	March 12, 2024	100	Off-market transfer*
			March 13, 2024	17,23,645	Preferential Allotment [#]
7	Nitin Neminath Patil	Promoter	March 12, 2024	100	Off-market transfer*
			March 13, 2024	17,23,645	Preferential Allotment [#]
8	Basanta Kumar Swain	Promoter	March 12, 2024	100	Off-market transfer*
			March 13, 2024	14,77,410	Preferential Allotment [#]

*Pursuant to the Share Purchase Agreement dated January 22, 2024, 23,60,271 Equity Shares representing 12.32% of the Emerging Voting Capital was acquired by the aforementioned promoters on March 07, 2024 and March 12, 2024.

[#]Further, the board of directors in their meeting held on March 13, 2024, allotted 1,11,61,915 Equity Shares representing 58.25% of the Emerging Voting Capital to the Acquirers, totalling to 1,35,22,186 Equity Shares representing 70.57% of the Emerging Voting Capital of the Company.

Our Company shall ensure that any transaction in the Equity Shares by the Promoters and the Promoter Group during the period between the date of filing this Draft Letter of Offer and the date of closure of the Issue shall be reported to the Stock Exchange within 24 hours of such transaction.

Objects of the Issue

The Issue comprises of an issue of up to [●] Warrants, aggregating up to ₹ 4,999 Lakhs by our Company. For details see "**The Issue**" beginning on page 35 of this Draft Letter of Offer.

Our Company intends to utilize the Net Proceeds from this Issue towards the following objects: The objects of the issue are:

4. Part repayment or pre-payment of unsecured loans availed by our Company from U.G Patwardhan Services Private Limited and Pankaj Ramesh Samani, the Promoters of our Company and from Agri One India Ventures LLP.
5. Acquisition of an additional equity shares of Itarium Technologies Private Limited from existing shareholders of the company.
6. Acquisition equity shares of CRG Solutions Private Limited from existing shareholders of the company.
7. Development of IT Infrastructure and acquisition of license from SEED Infotech Limited to conduct B2B business under the esteemed brand name of SEED Infotech, and
8. Funding inorganic growth through acquisitions of business and other strategic initiatives and General Corporate Purposes.

(Collectively, referred to hereinafter as the "**Objects**")

We intend to utilize the gross proceeds raised through the Issue (the "**Issue Proceeds**") after deducting the Issue-related expenses ("**Net Proceeds**") for the abovementioned Objects.

The main objects and the objects incidental and ancillary to the main objects of our MOA enable our Company to undertake the activities for which the funds are being raised through the Issue. Further, we confirm that the activities we have been carrying out to date are in accordance with the object clause of our MOA.

Issue Proceeds

The details of the Issue Proceeds are set forth in the table below:

(₹ in lakhs)

Particulars	Amount
Gross proceeds from the Issue*	4,999 [#]
Less: Issue related expenses	[●]
Net Proceeds of the Issue	[●]

[#]Assuming all Warrant holders exercising their option to subscribe to Equity Shares against Rights Warrants.

*The issue size will not exceed ₹ [●] Lakhs if there is any deduction on account of or at the time of finalization of the issue price and Rights Entitlements Ratio the same will be adjusted against the amount for General Corporate Purpose.

Requirement of Funds and utilization of Net Proceeds

The intended use of the Net Proceeds of the Issue is as under:

(₹ in Lakhs)

Sr. No.	Particulars	Total estimated amount to be utilized
1.	Part repayment or pre-payment of unsecured loans availed by our Company from UGPatwardhan Services Private Limited and Pankaj Ramesh Samani, the Promoters of our Company and from Agri One India Ventures LLP.	1114
2.	Acquisition of an additional equity shares of Itarium Technologies Private Limited from existing shareholders of the company.	970
3.	Acquisition equity shares of CRG Solutions Private Limited from existing shareholders of the company.	500

4.	Development of IT Infrastructure and acquisition of license from SEED Infotech Limited to conduct B2B business under the esteemed brand name of SEED Infotech	617
5.	Funding inorganic growth through acquisitions of business and other strategic initiatives and General Corporate Purposes*	[●]
	Net Proceeds	[●]#

*The cumulative amount to be utilized towards inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds. Further, the amount utilized for funding inorganic growth through acquisitions and other strategic initiatives shall not exceed 25% of the Gross Proceeds. In addition, the amount to be utilized towards general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

#Assuming all Warrant holders exercising their option to subscribe to Equity Shares against Rights Warrants.

Proposed Schedule of Implementation and Deployment of Proceeds from the Issue

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

(₹ in lakhs)

S. No.	Particulars	Amount to be funded	Estimated deployment in FY 2024-25 ^s	Estimated deployment in FY 2025-26 ^s
1	Part repayment or pre-payment of unsecured loans availed by our Company from to U.G Patwardhan Services Private Limited and Pankaj Ramesh Samani, the Promoters of our Company and from Agri One India Ventures LLP	1114	1114	-
2	Acquisition of an additional equity shares of Itarium Technologies Private Limited from existing shareholders of the company.	970	970	-
3	Acquisition equity shares of CRG Solutions Private Limited from existing shareholders of the company.	500	500	-
4	Development of IT Infrastructure and acquisition of license from SEED Infotech Limited to conduct B2B business under the esteemed brand name of SEED Infotech	617	Over the Period of 2 Years	
5	Funding inorganic growth through acquisitions of business and other strategic initiatives and General Corporate Purposes*	[●]		[●]
	Total	[●]#	[●]	[●]

*The cumulative amount to be utilized towards inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds. Further, the amount utilized for funding inorganic growth through acquisitions and other strategic initiatives shall not exceed 25% of the Gross Proceeds. In addition, the amount to be utilized towards general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

#Assuming all Warrant holders exercising their option to subscribe to Equity Shares against Rights Warrants.

^sThe amount to be deployed in FY 24-25 represents the amount received at the time of issuance of warrants and amount to be deployed in FY 25-26 represents the amount to be received at the time of conversion.

The funding requirements mentioned above are based on the current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of our management, subject to applicable law. If additional funds are required for the purposes as mentioned above, such requirements may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws. Further, in case the Net Proceeds are not completely utilised in a scheduled Fiscal Year due to any reason, the same would be utilised (in part or full) in the next Fiscal Year/ subsequent period as may be determined by our Board, in accordance with the applicable laws.

If the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for future growth opportunities including funding other existing objects, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations.

Means of Finance

Our Company proposes to meet the funding requirements for the proposed Objects of the Issue from the Net Proceeds. Therefore, pursuant to Regulation 62(1)(c) of the SEBI ICDR Regulations, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue. For further details, please see the section titled “*Risk factors –on page 25*”

Details of the Objects

1. Part repayment or pre-payment of unsecured loans availed by our Company from UGPatwardhan Services Private Limited and Pankaj Ramesh Samani, the Promoters of our Company and from Agri One India Ventures LLP.

As on September 19, 2024, our Company has availed unsecured loans of ₹ 704 Lakhs from U.G Patwardhan Services Private Limited, ₹ 315 Lakhs from Pankaj Ramesh Samani both being one of the promoters of our Company and ₹ 95 Lakhs from Agri One India Ventures LLP in which Pankaj Ramesh Samani along with his wife holds 100% Voting Rights. Our Company proposes to utilize an estimated amount of ₹ 1114 lakhs from the Net Proceeds of the Issue towards part repayment/prepayment, in full or in part, of certain identified unsecured loans availed by our Company from Promoters.

The following table provides details of the relevant terms of the unsecured loans that have been availed and outstanding by our Company from the promoter as on August 31, 2024 out of which we may repay/prepay, in full or in part, any or all of its respective loans/facilities, without any obligation to pay/repay any particular lender in priority to the other:

Sr No.	Name of the person	Outstanding Unsecured loans as on September 19, 2024.	Purpose of availing unsecured Loan*	Interest rate (%) p.a.	Repayment Terms*	Proposed repayment / prepayment from Net Proceeds
1	Pankaj Samani	3,15,00,000/-	Towards purchase of additional shares GTTPL and working Capital	0%	6 months from availing the loan. Can be extended based on the mutual discussion.	3,15,00,000/-
2	UG Patwardhan Services	7,04,00,000/-	Towards purchase of additional shares GTTPL and working Capital	9%	6 months from availing the loan. Can be extended	7,04,00,000/-

	Private Limited				based on the mutual discussion.	
3	Agri One India Ventures LLP	95,00,000/-	Towards purchase of additional shares GTTPL and working Capital	9%	6 months from availing the loan. Can be extended based on the mutual discussion.	95,00,000/-

In accordance with Clause 9(A)(2)(b) of Part B-1 of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purpose availed, the Company has obtained the requisite certificate.

Given the nature of these borrowing facilities and the terms of repayment, the aggregate outstanding loan amounts may vary from time to time. In addition to the above, we may, from time to time, enter into further financing arrangements to avail unsecured loans.

In such cases or in case any of the above loans are paid or further unsecured loan have been availed prior to the completion of the Issue, we may utilise Net Proceeds of the Issue towards repayment or prepayment of such additional unsecured loans.

2. Acquisition of an additional equity shares of Itarium Technologies Private Limited from existing shareholders of the company.

Itarium Technologies India Private Limited (ITPL) commenced operations on October 6, 2016. The CIN of the Company is U72900PN2016PTC166724. The Company's registered office is situated at FL B2/502, Kumar Parisar, Kothrud S 59/2/1, 59/2/2-6, 60/2/1, Pune, Maharashtra, India, 411029. The company is subsidiary of Company since March 13, 2024. Itarium is engaged in the business of As a trusted partner of BMC and Salesforce, ITARIUM offers professional services in IT service management, CRM, implementation, migration, development, upgrade, integration, application management, and staff augmentation

Our Company proposes to utilize ₹ 970 lakhs from the proceeds of the Issue, towards financing the acquisition of up to 4,500 equity shares representing 45.00% of the equity share capital of Itarium Technologies India Private Limited from its existing shareholders as listed below:

S. No.	Name of existing shareholder	No. of shares to be acquired	% of share capital to be acquired
1.	Manoj Manohar Panvelkar	1,575	15.75%
2.	Nitin Neminath Patil	1,575	15.75%
3.	Basanta Kumar Swain	1,350	13.50%
	Total	4,500	45.00%

The Company vide a share purchase agreement dated January 22, 2024, acquired 55.00% of the issued, subscribed and paid-up capital of ITPL, valued at ₹ 492.47 Lakhs. The proposed acquisition will further consolidate our holding in the ITPL and help to integrate the operations of both entities.

The proposed acquisition of up to 45% of ITPL is subject to necessary approvals as may be required under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations. Subsequently, ITPL shall become a wholly - owned subsidiary of the Company.

However, in relation to the proposed acquisition, our Company has not entered into any binding agreement. For further details, please see the section titled "**Risk factors – on page 25**."

3. Acquisition equity shares of CRG Solutions Private Limited from existing shareholders of the company.

CRG Solutions Private Limited (CSPL) commenced operations on May 9, 2001. The CIN of the Company is U72200PN2001PTC016125. The Company's registered office is situated at Plot No. 29, S. No. 692, Durve House, Adarsh Nagar HSG. Society, Market Yard Road, Maharshi Nagar, Pune 411037, Bibvewadi, Pune, Pune City, Maharashtra, India, 411037. CSPL offers software development for custom enterprise solutions, business intelligence, and dashboards, as well as business consulting in ERP, CPM, and human capital management. They are also a certified partner specializing in Microsoft Business Solutions and CPM/Budgeting implementations.

Our Company proposes to utilize ₹ 500 lakhs from the proceeds of the Issue, towards financing the acquisition of up to 1,051 equity shares representing 10.51 % of the equity share capital of CSPL from its existing shareholders as listed below:

S. No.	Name of existing shareholder	No. of shares to be acquired	% of share capital to be acquired
1.	Dhananjay Datar	15	0.15%
2.	Rohini Datar	10	0.10%
3.	Sonia Jog	513	5.13%
4.	Lisa Jog	513	5.13%
	Total	1,051	10.51%

The proposed acquisition will expand company's service offerings, access new markets, and bring in specialized talent, while also providing technological advancements, cost synergies, and a broader customer base. This strategic move can enhance your competitive advantage, drive innovation, and mitigate risks, aligning with your long-term goals and improving overall market standing. Any Equity Shares not purchased from the Net Proceeds shall be purchased from the internal accruals of Our Company.

The Company vide a binding term sheet dated September 18, 2024 entered into between Our Company and the selling shareholders as tabulated above ("**Term Sheet**") agreed to acquire 10.51% of the issued, subscribed and paid-up capital of CSPL, valued at ₹ 600.41 Lakhs.

The proposed acquisitions have been approved by our Board by way of a resolution passed at its meeting held on [●]. The proposed acquisitions shall be subject to necessary approvals as may be required under the provisions of Companies Act, 2013 and SEBI (LODR).

4. Development of IT Infrastructure and acquisition of license from SEED Infotech Limited to conduct B2B business under the esteemed brand name of SEED Infotech.

Our Board, in its meeting dated May 29, 2024, took note that an aggregate amount of up to Rs. 617 Lakhs proposed to be utilized for development of IT Infrastructure and acquisition of license from SEED Infotech Limited to conduct B2B business under the esteemed brand name of SEED Infotech required for expansion. Our Company has received quotations from various suppliers for such equipments required for development of IT Infrastructure and has approached SEED Infotech Limited to provide license to conduct B2B business under the esteemed brand name of SEED Infotech. The Company is yet to place any orders or enter into definitive agreements for purchase of such IT Infrastructure and purchase license from SEED Infotech Limited. We propose to incur capital expenditure for expansion of our Company, and it is essential for scaling operations, enhancing performance, and maintaining a competitive edge. This strategic move supports the company's growth, innovation, and long-term cost efficiency. For further details of our strategies, see "Our Business –Strategies" on page 86.

As part of such expansion of our business, we require amounts for procuring IT Infrastructure and license from SEED Infotech Limited to conduct B2B business under the esteemed brand name of SEED Infotech. Our Company intends to utilize ₹617 Lakhs from the Net Proceeds to procure such IT Infrastructure and purchase license from SEED Infotech Limited and undertake such work, based on our current estimates, the specific number and nature of such IT Infrastructure to be purchased by our Company may change, depending on our business requirements, from time to time. Accordingly, the details of the IT Infrastructure to be purchased from the Net Proceeds will be suitably updated at the time of filing the Letter of Offer.

An indicative list of such properties that we intend to purchase, along with details of the quotations we have received in this respect is set forth below. Estimated Cost The table below sets forth the break-down of the total estimated costs for the purchase of equipment for expansion of business of Our Company.

Estimated Cost

The table below sets forth the break-down of the total estimated amount to be utilized for procuring IT Infrastructure and license from SEED Infotech Limited to conduct B2B business under the esteemed brand name of SEED Infotech:

Sr. No.	Property to be acquired	Total Estimated Costs	Date of Quotations	Validity of Quotations	Names Address, Descriptions and Occupations of the vendors (Quotations received from)	Description of Properties
1	Learning Management System (LMS) platform 'Shikuya' along with its associated database and intellectual property rights	Rs. 300 Lakhs	September 1, 2024	September 1, 2025	<p>Name: O2 Breathing Brains Private Limited,</p> <p>Address: S. No. 2/30/11, Datta Colony, Malgaon Road, Sangli, Miraj, Maharashtra, India, 416410;</p> <p>Occupation: Engaged in business of training.</p>	Our Company has proposed to acquire key assets to enhance its presence in the IT sector, particularly in Learning Management Systems (LMS). The acquisition includes the LMS platform "Shikuya" with all its current functionalities and modules, along with the complete transfer of the associated database containing user data, course materials, and related assets. Additionally, Cinerad has obtained all intellectual property rights related to "Shikuya," encompassing copyrights, trademarks,
2	Various platforms and interfaces developed by Ujjvilas Technologies & Software Private Limited	Rs. 150 Lakhs	September 1, 2024	September 1, 2025	<p>Name: Ujjvilas Technologies & Software Private Limited,</p> <p>Address: At Post Budhgaon Tal Miraj Dist</p>	Our Company has proposed to acquired a comprehensive suite of digital platforms and interfaces, including systems for quality management,

	(UV), along with the associated intellectual property rights.				Sangli, Sangli, Sangli, Maharashtra, India, 416304, Occupation: Engaged in the business of IT Services	enterprise resource planning, HR management, e-commerce, booking, claims processing, alumni networks, community engagement, and chatbots. This acquisition also includes the full transfer of intellectual property rights for all these platforms, enabling Cinerad to enhance its digital service offerings and expand its presence in the IT sector.
3	Granting a license to Cinerad Communication Limited to conduct B2B business under the esteemed brand name of SEED Infotech.	Rs. 200 Lakhs	September 1, 2024	September 1, 2025	Name: Seed Infotech Limited Address: Panchsheel 42/16 Erandawana Income Tax Office Lane Off Karve Road, Pune, Pune, Maharashtra, India, 411004 Occupation: Engaged in business of training.	Our Company has proposed to acquire a license to operate B2B business activities under the SEED Infotech brand, with rights to leverage its name for training services in the B2B domain. This includes permission to use SEED Infotech's trademarks, logos, and associated intellectual property for all marketing, sales, and operational activities in Maharashtra, India, in compliance with regulatory standards. Additionally, Cinerad gains access to SEED Infotech's extensive network of corporate and academic associations, along with its content and training materials, providing

						opportunities for collaboration on technology solutions and training initiatives.
4	Purchase of computer systems	Rs. 155 Lakhs	September 06, 2024	September 21, 2024	<p>Name: Softx Information Technology</p> <p>Address: F-01, Manas Apartment, Oversers Colony, Near Shiv-Shakati Vyam Mandal, Civil Hospital, Sangli, Maharashtra, India - 416416</p> <p>Occupation: SoftX Computer offers comprehensive IT solutions and services, including hardware, networking, security, display, home automation, and conferencing systems. They provide products like computers, servers, CCTV, smart locks, and IT hardware, such as printers and laptops.</p>	Our Company has proposed to acquire various IT hardware assets, including server racks, network switches, servers, desktops, laptops, printers, video conferencing equipment, a NAS drive, UPS systems, and batteries. This acquisition enhances Cinerad's IT infrastructure, supporting its operational growth and technological capabilities.

All quotations received from the above suppliers are valid as on the date of this Draft Letter of Offer. However, we have not entered into any definitive agreements with any of the above suppliers which have provided quotations and there can be no assurance that the abovementioned suppliers would be engaged to eventually sale the properties or that the abovementioned properties would be purchased at the specified costs. The properties to be purchased is based on the estimates of our Company's management.

O2 Breathing Brains Private Limited and Ujjvilas Technologies & Software Private Limited, in which Mr. Pankaj Ramesh Samani and Mr. Kaushal Uttam Shah, Directors of the Company are directly or indirectly holding not more than 10% of shareholding collectively.

Except above, none of our Promoters, Directors, Key Managerial Personnel and Senior Management have any interest in the proposed acquisition of properties, or in the entities from whom we have obtained quotations in relation to such activities.

Any property not purchased from the Net Proceeds shall be purchased from our internal accruals. Our Company shall have the flexibility to deploy such property in our Company or our Subsidiaries, according to our business requirements based on the estimates of our Company's management.

5. Funding inorganic growth through acquisitions of business and other strategic initiatives and General Corporate Purposes.

We expect to utilize ₹ [●] Lakhs of the Net Proceeds towards funding inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes, which shall not exceed 35% of the Gross Proceeds. Further, the amount utilized for funding inorganic growth through acquisitions and other strategic initiatives shall not exceed 25% of the Gross Proceeds. In addition, the amount to be utilized towards general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

A) Funding inorganic growth through unidentified acquisitions and other strategic initiatives.

We seek to continue expanding in Information Technology, software development, Data Analytics, Artificial Intelligence and Skill Development & Training. We intend to expand into these new verticals through strategic partnerships and acquisitions. By diversifying into Information Technology, software development, Data Analytics, Artificial Intelligence and Skill Development & Training we seek to attract more clients domestically and internationally and serve as a comprehensive 'one-stop' Information Technology. In addition to growing our business organically, we have in the past and may continue to pursue targeted acquisitions or investments that complement our service and technology offerings, strengthen or establish our presence in our target market or help us gain access to new markets, technology and teams. Our acquisitions, investments and partnerships, together with our technology seeks to provide IT Solutions to the prospective clients, improve our ability to offer better diversity of supply, help us achieve economies of scale, as well as build significant cost synergies across the group. We expect to continue to evaluate strategic partnerships, investments and acquisitions in the future. Any such potential future investments/acquisitions/partnerships shall be undertaken by us in order to Enhance our products & Services, or to augment our existing offerings through enhanced technological capabilities, or to expand into new IT verticals, or to gain access to a larger customer base for our offerings, or to gain access to technology or intellectual property or to complement/support our existing business. For further details, see "Our Business" on page 86.

We have benefited significantly from the acquisitions and investments undertaken by us in the past. For further details including the consideration paid by us for these acquisitions, see "Our Business" on page 86.

The amount to be utilised towards funding inorganic growth through acquisition and other strategic initiatives is based on our management's current estimates and budgets, and our Company's historical acquisitions and strategic investments and partnerships, and other relevant considerations. The actual deployment of funds will depend on a number of factors, including the timing, nature, size and number of acquisitions or strategic initiatives proposed, as well as general macro or micro-economic factors affecting our results of operation, financial condition and access to capital.

Our investment rationale/strategic intent is primarily guided by the identification of viable targets for prospective investments/acquisitions/partnerships. We may identify and evaluate potential targets for strategic investments, acquisitions and partnerships, based on a number of factors, including, in particular, the benefit intended to be derived by us from such investment/acquisition/partnership. The nature of such benefit may include our gaining: (i) domain expertise and operating experience in markets that we operate in or wish to expand into; (ii) strategic compatibility or synergy with our existing businesses; (iii) additional or enhanced products and services in order to expand, diversify and/or improve our offerings; (iv) strengthening our market share in existing markets or establishing presence in new markets (including additional geographical regions); and (v) access to technology infrastructure and capabilities, including ones which supplement or complement our existing infrastructure. Our Company's strategic investment rationale/intent shall also take into consideration other factors, including, but not limited to, (i) the identity of and compatibility with the proposed counter-party/partner, (ii) the timing, valuation/pricing and other specific terms for such proposed transaction, (iii) the technology and intellectual property that we may need access to, (iv) domain skill sets or specific competencies that we may wish to add to our team, (v) existing competition, market opportunity and prevailing conditions in the relevant markets (including geographical regions), and (vi) our overall business plan(s). Our acquisition strategy is primarily driven by our Board of Directors. Such potential future investments/acquisitions/partnerships may be undertaken in India or overseas, or both. Such potential future investments/acquisitions/partnerships may be undertaken by way of acquisition

of controlling or minority stake, business acquisitions, strategic investments, brand acquisitions, partnerships, technology/intellectual property acquisitions or other modes, or a combination thereof.

The process of undertaking any investment/acquisition/partnership commences with the identification of prospective investments/acquisitions/partnerships based on the factors discussed above. Subsequent to such identification, we assess the potential target and the proposed investment, from the perspective of alignment with our strategic investment rationale (as described above). Such assessment is intended to be comprehensive, and typically involves detailed due diligence being undertaken by us on the potential target, and subsequently negotiating and finalizing definitive agreements towards such investment/acquisition/partnership. We typically engage external advisors and consultants to assist us in the process of such acquisition, with whom (and with the potential target) we enter into customary non-disclosure agreements. We may be required at various stages of the process, to procure: (i) corporate authorizations and approvals of corporate actions by way of Board and Shareholder resolutions, (ii) applicable judicial/regulatory approvals, such as from the National Company Law Tribunal and/or the Competition Commission of India, and (iii) financing, including by way of raising of capital or borrowings/financial assistance from banks/financial institutions. Any such investment/acquisition/partnership process will be undertaken in accordance with applicable law.

The above factors will also determine the form of investment for these potential acquisitions or strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof. At this stage, our Company cannot determine whether the form of investment will be equity, debt or any other instrument or combination thereof. As on the date of this Prospectus, other than the portion of the Net Proceeds allocated towards this object of the Offer, our Company has not sourced any financing or entered into any arrangement towards financial leverage for any such future acquisitions or other strategic initiatives. The portion of the Net Proceeds allocated towards this object of the Offer may not be the total value or cost of any such strategic initiatives, but is expected to provide us with sufficient financial leverage to enter into binding agreements. In the event that there is a shortfall of funds required for such acquisitions or other strategic initiatives, such shortfall shall be met out of the portion of the Net Proceeds allocated for general corporate purposes or we may explore a range of options including utilising our internal accruals. See “Risk Factors” on page 25.

B) General Corporate Purposes

The Net Proceeds will first be utilized for the each of the other objects as set out in this section. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management, from time to time, subject to (i) such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, and (ii) the cumulative amount to be utilized for general corporate purposes and our object of ‘Funding inorganic growth through acquisitions and other strategic initiatives’ shall not exceed 35% of the Gross Proceeds, in compliance with SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, (i) strategic initiatives such as expansion into new business lines, (ii) funding growth opportunities; (iii) strengthening marketing capabilities and brand building; (iv) rental and administrative expenses; (v) meeting ongoing general corporate contingencies; (vi) employee and other personnel expenses; and (vii) any other purpose, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilizing surplus amounts, if any.

Expenses related to Issue

The Issue related expenses consist of Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Shares on BSE Limited.

Our Company shall endeavour to utilize the proceeds raised from such issue of warrants within the same Financial Year as the receipt of the said monies, failing which our Company shall utilize the said monies in the subsequent Financial Years or by the repayment dates as described in the 'Objects of the Issue'.

Estimated Issue Related Expenses

The estimated Issue related expenses are as follows:

Particulars	Estimated Expenses (₹ in lakhs) *	As a % of total Estimated Issue related expenses	As a % of Issue size
Registrar to the Issue	[●]	[●]	[●]
Legal Advisor	[●]	[●]	[●]
Other professional service providers and statutory fee	[●]	[●]	[●]
Fees payable to regulators, including depositories, SEBI, and Stock Exchange	[●]	[●]	[●]
Statutory Advertising, Printing and Distribution	[●]	[●]	[●]
Other expenses (including miscellaneous expenses and stamp duty)	[●]	[●]	[●]
Total estimated Issue expenses**	[●]	[●]	[●]

*Amount will be finalized at the time of filing of the Letter of Offer and determination of the Issue price and other details.

**In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds from the Issue. All the figures are exclusive of applicable taxes, if any.

Interim use of Net Proceeds

Our Company, in accordance with the policies established by our Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company intends to temporarily deposit the funds in the scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 as may be approved by our Board of Directors or a duly constituted committee thereof. In accordance with the Companies Act, our Company confirms that pending utilization of the Net Proceeds towards the stated objects of the Issue, our Company shall not use/deploy the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loan from any bank or financial institution as of the date of this Draft Letter of Offer, which is proposed to be repaid from the Net Proceeds.

Monitoring Utilization of Funds from Issue

Since the Issue Size is less than ₹ 10,000 lakhs, in terms of Regulation 82 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of monitoring the utilisation of Net Proceeds by our Company. As required under Regulation 18 of the SEBI Listing Regulations, the Audit Committee of the Board shall monitor the utilization of the proceeds of the Issue. We will disclose the details of the utilization of the Net Proceeds of the Issue, including interim use, under a separate head in our financial statements specifying the purpose for which such proceeds have been utilized or otherwise disclosed as per the disclosure requirements.

As per the requirements of Regulations 18(3) read with Part C of Schedule II of the SEBI Listing Regulations, we will disclose to the Audit Committee the required details of utilization /applications of funds on a quarterly basis as part of our quarterly declaration

of results. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in the Draft Letter of Offer and place it before the Audit Committee. The said disclosure shall be made till such time that the Gross Proceeds raised through the Issue have been fully spent. The statement shall be certified by our Auditor.

Further, in terms of Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchange on a quarterly basis, a statement indicating material deviations, if any, in the use of proceeds from the Objects stated in this Draft Letter of Offer. Further, this information shall be furnished to the Stock Exchange along with the interim or annual financial results submitted under Regulations 33 of the SEBI Listing Regulations and be published in the newspapers simultaneously with the interim or annual financial results, after placing it before the Audit Committee in terms of Regulation 18 of the SEBI Listing Regulations.

Appraisal Entity

The funding requirements mentioned above are based on the internal management estimates of our Company and have not been appraised by any bank, financial institution or any other external agency.

Strategic and Financial Partners

There are no strategic or financial partners to the Objects.

Variation in Objects

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, 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 through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the 'Shareholder Notice') shall specify the prescribed details as required under the Companies Act and applicable rules. The Shareholder Notice will simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. For details, see '*Risk Factors - Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholder's approval.*' on page 25.

Key Industry Regulations

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the Objects.

Other Confirmations

Except as disclosed above, there are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoters, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. Except disclosed above, none of our Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue. No part of the proceeds from the Issue will be paid by the Company as consideration our directors, or Key Managerial Personnel. Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue

Statement of Special Tax Benefits

To,
The Board of Directors
Cinerad Communications Limited
80, Burtolla Street,
Kolkata – 700007,
West Bengal, India

Dear Sirs,

Re: Proposed rights issue of Warrantsof Cinerad Communications Limited (“Company” and such offering, the “Issue”), pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI Regulations”) and the Companies Act, 2013, as amended (the “Act”).

We report that the enclosed statement in the **Annexure**, states the possible special tax benefits under direct tax laws i.e. Income-tax Act, 1961 and Income tax Rules, 1962 including amendments made by the Finance Act, 2024 (hereinafter referred to as “**Income Tax Laws**”), and indirect tax laws i.e. the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy), including the relevant rules and regulations, circulars and notifications issued there under (hereinafter referred to as “**Indirect Tax Laws**”) presently in force in India, available to the Company and its shareholders. Several of these benefits are dependent on the Company, its shareholders as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or the shareholders of the Company to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders faces in the future, the Company and its shareholders may or may not choose to fulfill.

We confirm that while providing this certificate, we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, ‘*Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,*’ issued by the ICAI.

The benefits discussed in the enclosed Statement cover only possible special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company and its shareholders. The tax benefits listed herein are only the possible special tax benefits which may be available under the current direct tax laws presently in force in India. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

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

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

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

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

We also consent to the references to us as “Experts” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Draft Letter of Offer and the Letter of Offer “(Offer Documents)” of the Company or in any other documents in connection with the Issue.

We hereby give consent to include this statement of special tax benefits in the Offer Documents and in any other material used in connection with the Issue.

This certificate is issued for the sole purpose of the Issue, and can be used, in full or part, for inclusion in the Offer Documents and any other material used in connection with the Issue, and for the submission of this certificate as may be necessary, to any regulatory/statutory authority, recognized stock exchange, any other authority as may be required and/or for the records to be maintained by the Company in connection with the Issue and in accordance with applicable law, and for the purpose of any defense the Company may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

This certificate may be relied on by the Company in relation to the Issue.

We undertake to immediately update you, in writing, of any changes in the abovementioned information until the date the Equity Shares issued pursuant to the Issue commence trading on the recognized stock exchange. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date the Equity Shares commence trading on the recognized stock exchange.

ANNEXURE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,
The Board of Directors

Re: Proposed rights issue of Warrants of Cinerad Communications Limited (“Company” and such offering, the “Issue”), pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI Regulations”) and the Companies Act, 2013, as amended (the “Act”).

We hereby report that the enclosed Statement prepared by Cinerad Communications Limited (the “Company”) states the possible special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 and Income tax Rules, 1962 including amendments made by Finance Act 2024 (hereinafter referred to as “Income Tax Laws”), the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy) including the relevant rules and regulations, circulars and notifications issued there under (hereinafter referred to as “Indirect Tax Laws”), presently in force in India under the respective tax laws as on the signing date, for inclusion in the Draft Letter of Offer/Letter of Offer for the proposed rights issue of the Company to the existing shareholders. These benefits are dependent on the Company or the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company or the shareholders of the Company to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or the shareholders of the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Statement cover only possible special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. The tax benefits listed herein are only the possible special tax benefits which may be available under

the current direct tax laws presently in force in India. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

Further, the preparation of the enclosed Statement and its contents was the responsibility of the management of the Company. We were informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed offer. Neither are we suggesting nor advising the investor to invest in the Issue based on this statement.

We have conducted our examination in accordance with the ‘*Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)*’ (‘*the Guidance Note*’) issued by the Institute of Chartered Accountants of India (‘ICAI’). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, ‘*Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements*’

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

- The Company or the shareholders of the Company will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefits, where applicable, have been/would be met with.

The contents of the enclosed Statement are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views expressed herein are based on the facts and assumptions indicated to us. 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 change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for 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.

This statement is solely for your information and not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior written consent, other than for inclusion of extracts of this statement in the Draft Letter of Offer and Letter of Offer and submission of this statement to the Securities and Exchange Board of India, the stock exchange where the Equity Shares of the Company are proposed to be listed, in connection with the proposed Issue, as the case may be.

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE CINERAD COMMUNICATIO LIMITED (“THE COMPANY”) AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS (“TAX LAWS”) IN INDIA

Outlined below are the possible special tax benefits available to the Company and its Shareholders under the Tax Laws. These possible special tax benefits are dependent on the Company and its Shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company or its Shareholders to derive the possible special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE TAX LAWS

1. **Direct Taxation**

a. A. Special tax benefits available to the Company

The following special tax benefits would be available to the Company after fulfilling conditions as per the respective provisions of the tax laws identified supra:

- b. In accordance with the provisions of Section 80M of the IT Act, dividend received by the company from any other domestic company or a foreign company or a business trust, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by the company on or before one month prior to due date of furnishing the income-tax return under Section 139(1) of the IT Act for the relevant year, be allowed.

Further, any deduction, in respect of the amount of dividend distributed by the domestic company, has been allowed under Section 80M(1) of the IT Act in any previous year, no deduction shall be allowed in respect of such amount in any other previous year.

B. Special tax benefits available to Shareholders

- a. As per section 112A of the Income-tax Act, 1961 ('the Act'), long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 12.5% (without indexation) of such capital gains subject to fulfillment of prescribed conditions under the Act as well as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied where such capital gains exceed INR 1,25,000.
- b. As per section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% subject to fulfillment of prescribed conditions under the Act.

C. Special tax benefits available to Material Subsidiaries

There are no special Tax benefits available to Material Subsidiaries of the company under The Income Tax Act 1961.

iv. Indirect taxation

a. Special tax benefits available to the Company

The Company is not eligible for any special tax benefits under the Central Goods and Services Tax Act, 2017, as amended; Integrated Goods and Services Tax Act, 2017, as amended; State Goods and Services Tax Act, 2017, as amended; Customs Act, 1962 and Customs Tariff Act, 1975, each as amended and read with respective rules, circulars and notifications made thereunder; and the Foreign Trade Policy.

b. Special tax benefits available to Shareholders

The Shareholders of the Company are not eligible for any special tax benefits under the Central Goods and Services Tax Act, 2017, as amended; Integrated Goods and Services Tax Act, 2017, as amended; State Goods and Services Tax Act, 2017, as amended; Customs Act, 1962 and Customs Tariff Act, 1975, each as amended and read with respective rules, circulars and notifications made thereunder; and the Foreign Trade Policy.

Special tax benefits available to Material Subsidiaries

The Material Subsidiaries of the Company are not eligible for any special tax benefits under the Central Goods and Services Tax Act, 2017, as amended; Integrated Goods and Services Tax Act, 2017, as amended; State Goods

and Services Tax Act, 2017, as amended; Customs Act, 1962 and Customs Tariff Act, 1975, each as amended and read with respective rules, circulars and notifications made thereunder; and the Foreign Trade Policy.

NOTES:

1. The above is as per the current tax laws, as amended by the Finance Act, 2024.
2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
3. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.
4. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The Shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.
5. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
6. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable double taxation avoidance agreement, if any, between India and the country in which the non-resident has fiscal domicile.

For **Cinerad Communications Limited**, as authorized by the Board of Directors,

Chirag Samani
Chief Financial Officer
Place: Pune
Date: September 19, 2024

Industry Overview

India Macroeconomic Analysis GDP Growth Scenario

India's economy showed resilience with GDP growing at estimated 7.6% in FY 2024. The GDP growth in FY 2024 represents a return to pre pandemic era growth path. Even amidst geopolitical uncertainties, particularly those affecting global energy and commodity markets, India continues to remain one of the fastest growing economies in the world.

Country	Real GDP Growth (2023)	Projected GDP Growth 2024
India	7.8%	6.8%
China	5.2%	4.6%
Russia	3.6%	3.2%
Brazil	2.9%	2.2%
United States	2.5%	2.7%
Japan	1.9%	0.9%
Canada	1.1%	1.2%
Italy	0.9%	0.7%
France	0.7% ¹	0.7%
South Africa	0.6%	0.9%
United Kingdom	0.1%	0.5%
Germany	-0.3%	0.2%

Source: The International Monetary Fund

Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South) Countries have been arranged in descending order of GDP growth in 2023).

There are few factors aiding India's economic recovery – notably its resilience to external shocks and rebound in private consumption. This rebound in private consumption is bringing back the focus on improvements in domestic demand, which together with revival in export demand is a precursor to higher industrial activity. Already the capacity utilization rates in Indian manufacturing sector are recovering as industries have stepped up their production volumes. As this momentum sustains, the country may enter a new capex cycle. The universal vaccination program by the Government has played a big part in reinstating confidence among the population, in turn helped to revive private consumption.

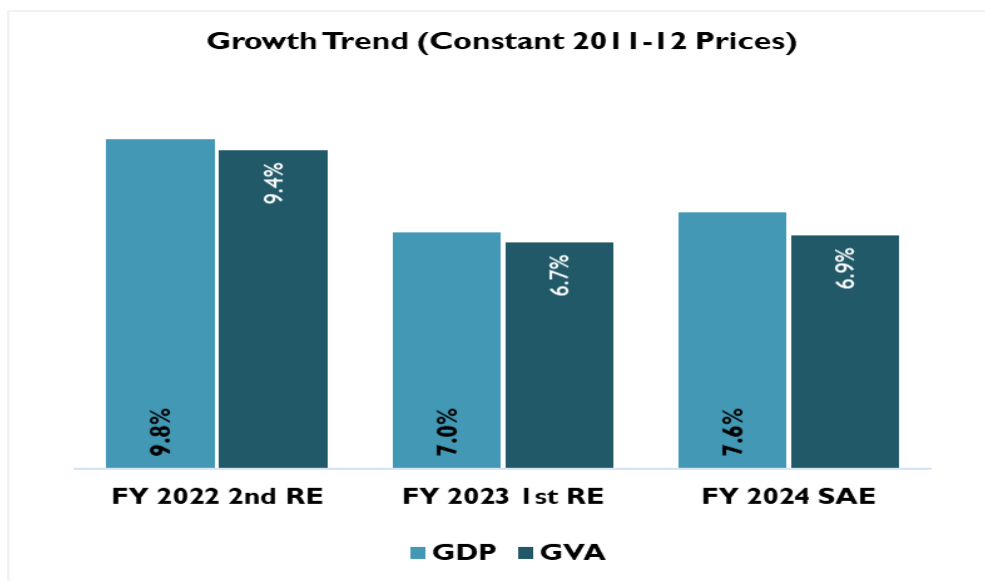
Realizing the need to impart external stimuli, the Government stepped up its spending on infrastructure projects which in turn had a positive impact on economic growth. The capital expenditure of central government increased by 37.4% increase in capital expenditure (budget estimates), to the tune of Rs 10 trillion in the Union Budget 2023-2024. The announcement also included 30% increase in financial assistance

¹ European Commission

to states at Rs 1.3 trillion for capex. The improvement was accentuated further as the Interim Budget 2024- 2025 announced an 11.1% increase in the capital expenditure outlay at Rs 11.11trillion, constituting 3.4% of the GDP. This has provided the much-needed confidence to private sector, and in turn attracted private investment.

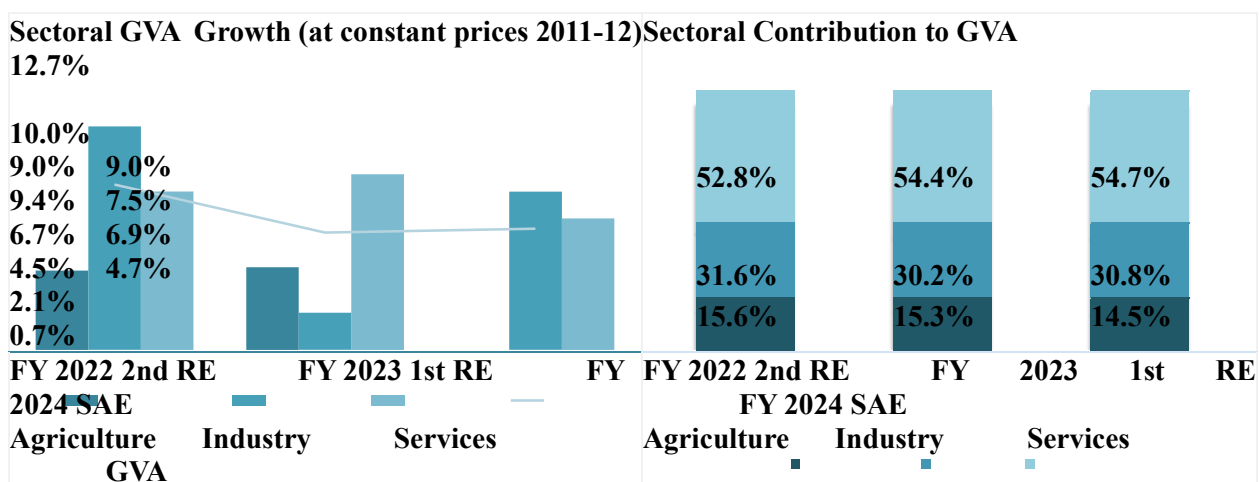
On the lending side, the financial health of major banks has witnessed an improvement which has helped in improving the credit supply. With capacity utilization improving, there would be demand for credit from corporate sector to fund the next round of expansion plans. Banking industry is well poised to address that demand. Underlining the improving credit scenario is the credit growth to micro, small and medium enterprise (MSME) sector as the credit outstanding to the MSME sector by scheduled commercial banks in the financial year FY 2023 grew by 12.3% to Rs 22.6 trillion compared to FY 2022. The extended Emergency Credit Linked Guarantee Scheme (ECLGS) by the Union Government has played a major role in improving this credit supply.

As per the second advance estimates 2023-24, India’s GDP in FY 2024 grew by 7.6% compared to 7.0% in the previous fiscal on the back of solid performances in manufacturing, mining, and construction sectors. The year-on-year increase in growth rate is also partly due to by a strong growth in investment demand led by public capital expenditure.



Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics, 2023-24 RE stands for Revised Estimates, SAE stands for Second Advance Estimates.

Sectoral Contribution to GVA and annual growth trend



Source: Ministry of Statistics & Programme Implementation (MOSPI)

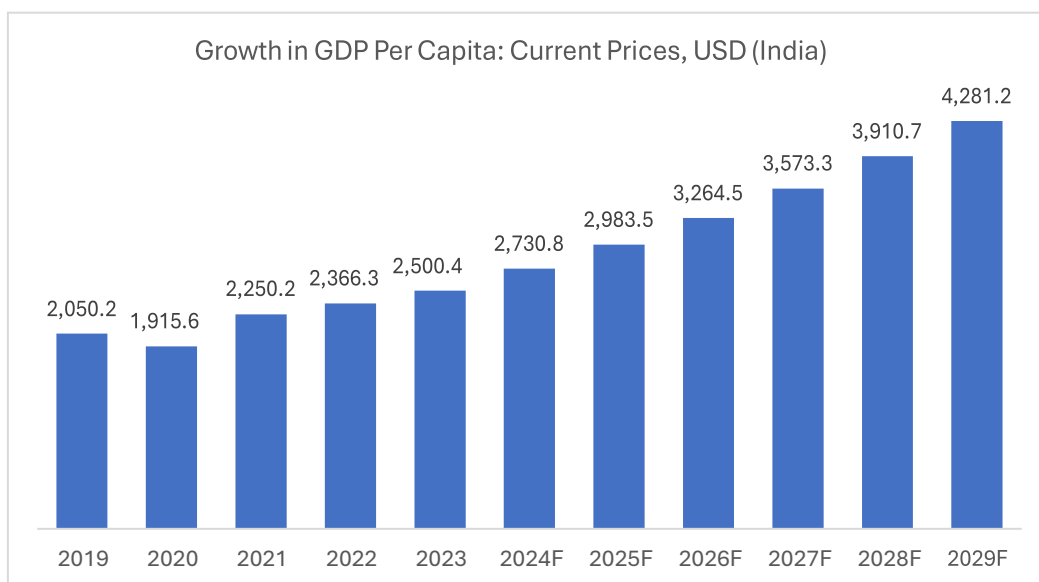
Sectoral analysis of GVA reveals industrial sector recovered sharply registering 9% y-o-y increase in FY 2024 against 2.1% in the previous fiscal. In the industrial sector, growth across major economic activity such as mining, manufacturing, construction sector rose significantly and it registered a growth of 8.1%, 8.5% and 10.7% in FY 2024 against a growth of 1.9%, -2.20%, and 9.44% in FY 2023, respectively. Utilities sector observed a marginal moderation in y-o-y growth to 7.5% against a 10% in the previous years.

Talking about the services sectors performance, with major relaxation in covid restriction, progress on covid vaccination and living with virus attitude, business in service sector gradually returned to normalcy in FY 2023. Economic recovery was supported by the service sector as individual mobility returned to pre-pandemic level. The trade, hotel, transport, communication, and broadcasting segment continued to strengthen and grow by 10% in FY 2023 against 9% in the previous year. However, second advance estimates for FY 2024 reveal a decelerated growth in the largest component of the GDP, i.e., the service sector. In FY 2024, the sector registered a growth of 7.5%, as compared to the 10% growth recorded in FY 2023. This slowdown is primarily attributed to a pronounced deceleration in the Trade, Hotel, Transport, Communication, and Broadcasting services. The growth rate in this subsector nearly halved, decreasing from 12% in FY 2023 to 6.5% in FY 2024. This slowdown is influenced by the normalization of the base effect and potentially some dilution in discretionary demand. Financial services, real estate and professional services sector recorded 8.21% y-o-y growth against 9.05% y-o-y growth in the previous year, while public administration and defence services sector recorded 7.75% yearly increase against 8.92% increase in the previous year.

India's Per capita GDP trends

India is poised to become the world's third-largest economy with a projected GDP of USD 5 trillion within the next three years, driven by ongoing reforms. As one of the fastest-growing major economies, India currently holds the position of the fifth-largest economy globally, following the US, China, Japan, and Germany. By 2027-28, it is anticipated that India will surpass both Germany and Japan, reaching the third-largest spot. This growth is bolstered by a surge in foreign investments and a wave of new trade agreement with India's burgeoning market of 1.4 billion people. The aviation industry is witnessing unprecedented orders, global electronics manufacturers are expanding their production capabilities, and suppliers traditionally concentrated in southern China's manufacturing hubs are now shifting towards India.

To achieve its vision of becoming the world's third-largest economy by 2027-28, India will need to implement transformative industrial and governmental policies. These policies will be crucial for sustaining the consistent growth of the nation's per capita GDP over the long term.

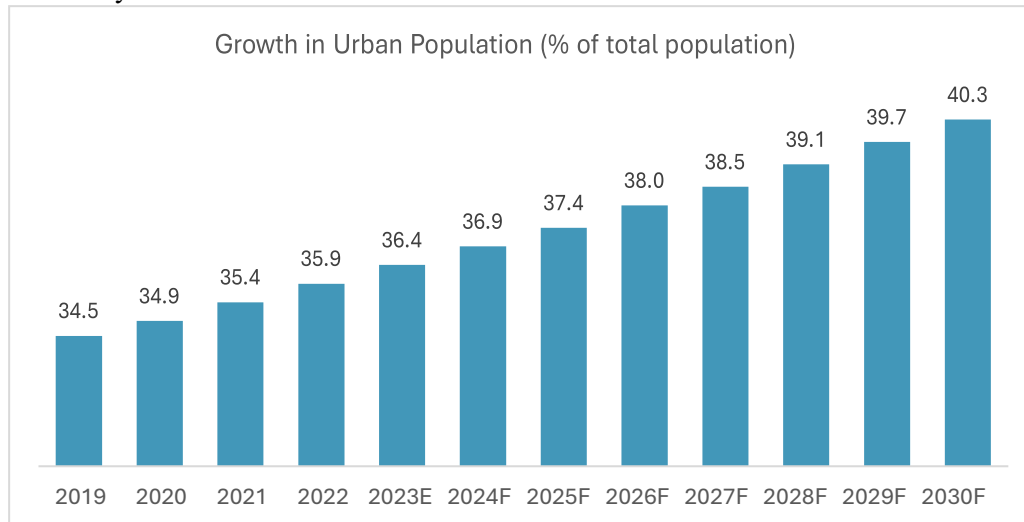


Source: IMF

From 2024 to 2029, India's per capita GDP is projected to grow at a compound annual growth rate of 9.4%. This growth will be driven by the service sector, which now accounts for over 50% of India's GDP, marking a significant shift from agriculture to services.

Increasing Urbanisation

As per the handbook of urban statistics 2022, India's urban population has been on a steady rise, with urban dwellers accounting for over 469 million in 2021, is projected to soar to over 558 million by 2031 and further exceed to 600 million by 2036.



Source: World Bank, D&B Research and Estimates

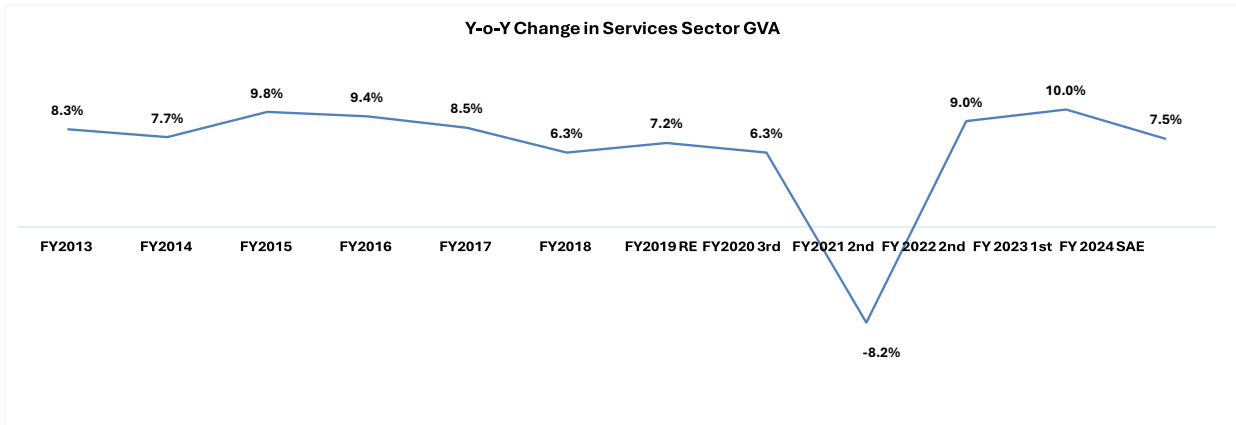
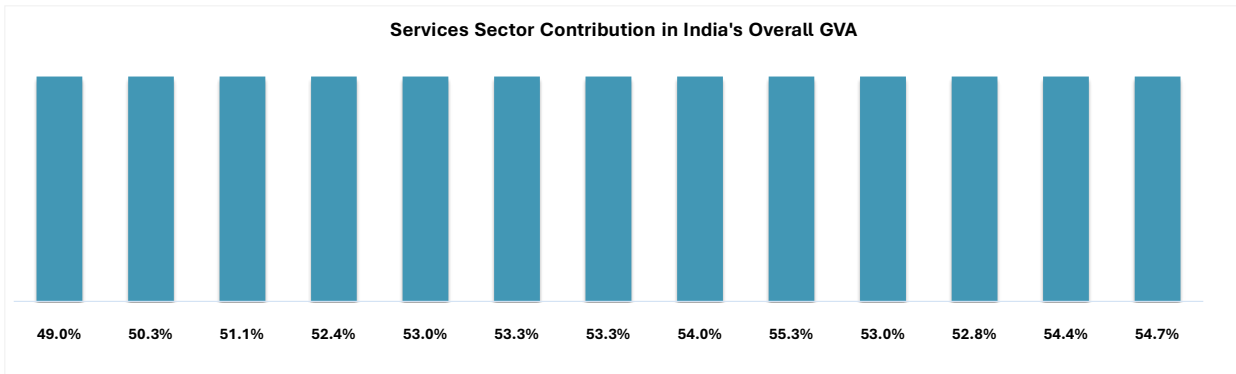
The share of urban population in total population has been quickly escalating. In 2019, 34.5% of the total population was urban. By 2023, this is estimated to have reached to 36.4%, showing an increment of 2.1% in a span of four years. The share of urban population is further forecasted to cross 40% by 2030. This increase in urban population is set to demand drastic changes in infrastructure development. With cities expanding rapidly, there will be an increased need for improved housing, water supply, sewage systems, and electricity. Urban planning will need to account for higher population densities, necessitating the development of smart cities with integrated technology for efficient management of resources and services. This transformation will also require significant investment in public health, education, and recreational facilities to enhance the quality of urban living.

Focusing on the transportation sector, the surge in urban population will propel demand for shared mobility services. As cities become more congested, the need for efficient and sustainable transportation options will grow. Shared mobility services, including ride-sharing, bike-sharing, and carpooling, will play a crucial role in reducing traffic congestion, lowering pollution levels, and providing cost-effective transportation alternatives.

This changing urban landscape will naturally lead to a demand for providing seamless, efficient, and sustainable transportation solutions for residents, tourists and workers alike. The growth of urban centers and the complexities of commuting will encourage a greater reliance on advanced, technology-driven transportation services. This evolution in urban mobility will bring out the importance of integrating smart solutions that cater to the needs of all demographics and age groups.

Expansion in Service Sector

Services sector is a major contributor to the country's overall economic growth. Since 2012, its contribution to India's GVA has increased from 49% to nearly 55% currently (in FY 2024) as per Second Advance estimates. While excluding 8.2% decline in FY 2021, the services sector GVA has observed average 8.2% growth between growth between FY 2013-24 and it has exhibited robust 8.8% average increase in the post pandemic period (FY 2022-24). The expansion of the service sector has spurred the development of multiple industries, including IT, healthcare, tourism, transport, and finance, among others.

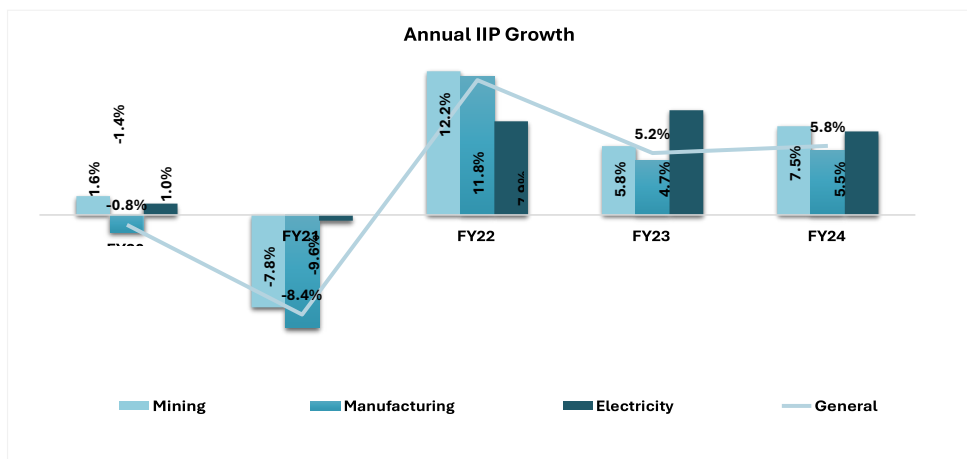


Source: Ministry of Statistics & Programme Implementation (MOSPI)

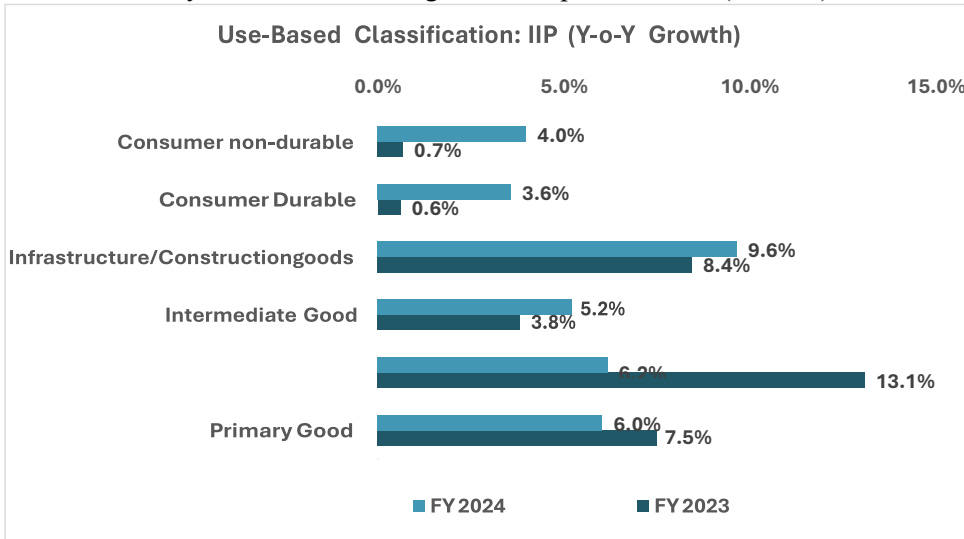
India's HSBC Services Purchasing Managers' Index, an important indicator to track service sector performance, increased to 61.4 in May 2024 from 60.8 in the previous month. Since August 2021, the services sector has consistently remained above the threshold of 50, which distinguishes growth from contraction.

Index of Industrial Production

Industrial sector performance as measured by IIP index exhibited mild improvement in FY 2024 by growing at 5.8% (against 5.2% in FY 2023). Manufacturing index, with 77.6% weightage in overall index, grew by 5.5% in FY 2024 against 4.7% in FY 2023 while mining sector index too grew exhibited healthy improvement by growing at 7.5% against 5.8% in the previous years. Electricity sector Index witnessed improvement of 7.15% against 8.9% y-o-y growth in FY 2023.



Source: Ministry of Statistics & Programme Implementation (MOSPI)

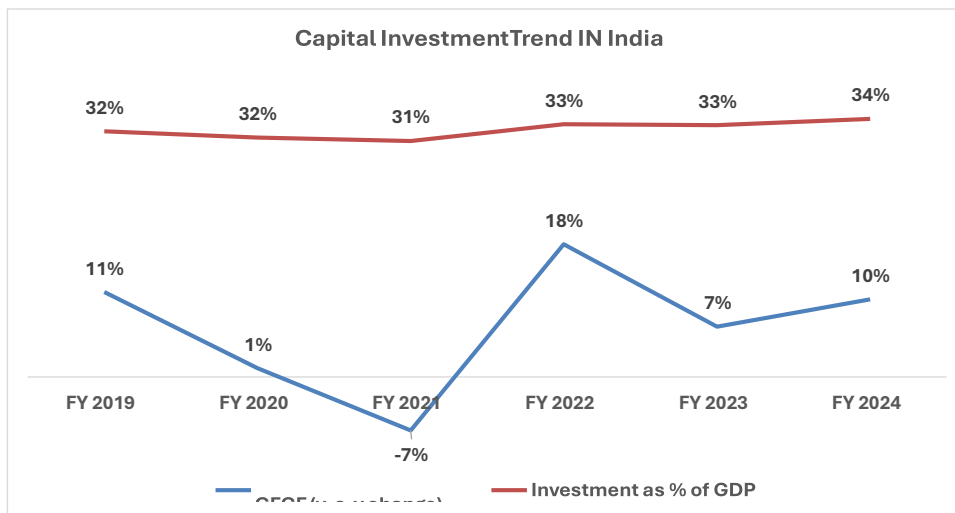


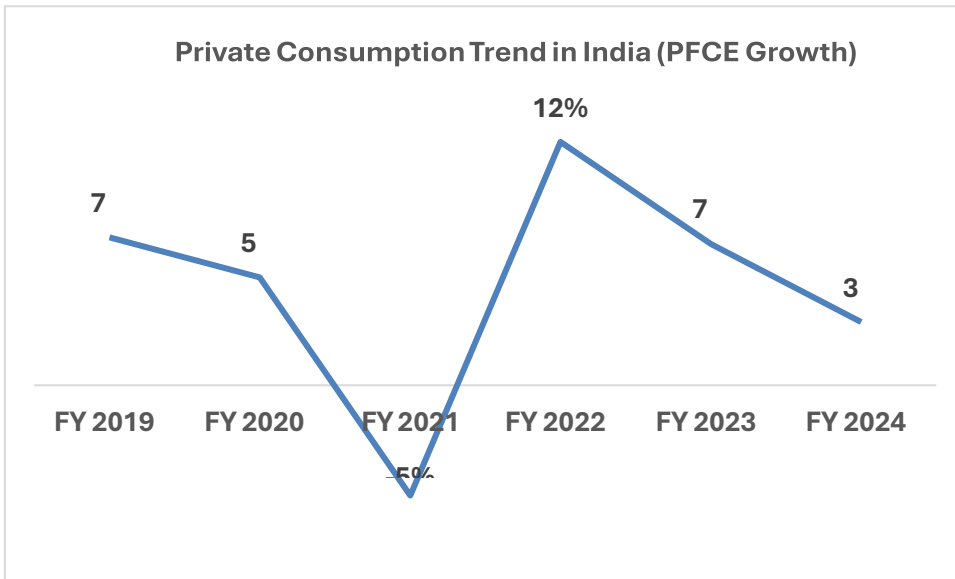
Sources: MOSPI

As per the use-based classification, excluding capital good and primary good, other segment observed healthy y-o-y growth against the previous year. Infrastructure / construction goods followed by intermediate goods were the bright spot while consumer non-durable and consumer durable both observed sharp growth over the previous year. However, the mild growth in IIP indicates towards challenging operating business climate as global headwinds, high inflation, and monetary tightening cumulatively impacted the broader industrial sector performance.

Investment & Consumption Scenario

Other major indicators such as Gross fixed capital formation (GFCF), a measure of investments, gained strength during FY 2024 as it grew by 10% on y-o-y basis against 7% yearly growth in the previous fiscal, while GFCF to GDP ratio measured all time high settled higher at 34%.



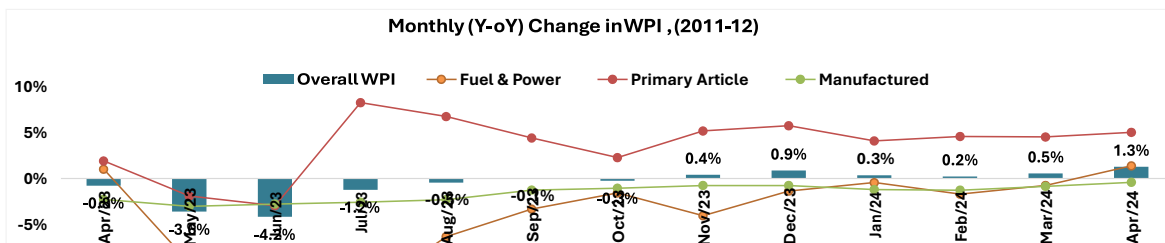


Sources: MOSPI

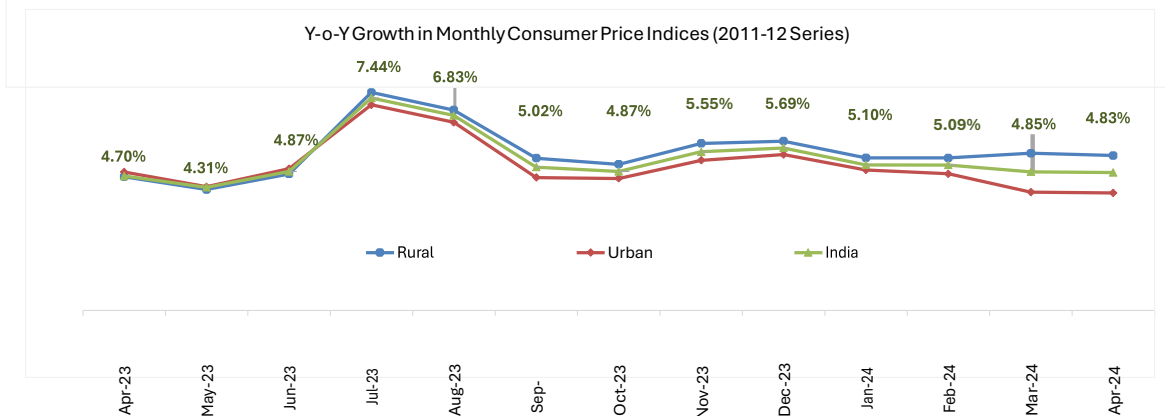
Private Final Expenditure (PFCE) a realistic proxy to gauge household spending, observed decelerated and registered 3.1% y-o-y growth in FY 2024 which is less than half of the previous year indicating sustained weakness in consumer spending.

Inflation Scenario

The inflation rate based on Wholesale Price Index (WPI) exhibited rose to 1.3% in the month of April 2024 on the back of steady growth in the prices of primary article which grew by 5% in April 2024 on y-o-y bases. Increasing prices of food articles and energy prices contributed to increasing inflation.



Source: MOSPI, Office of Economic Advisor.

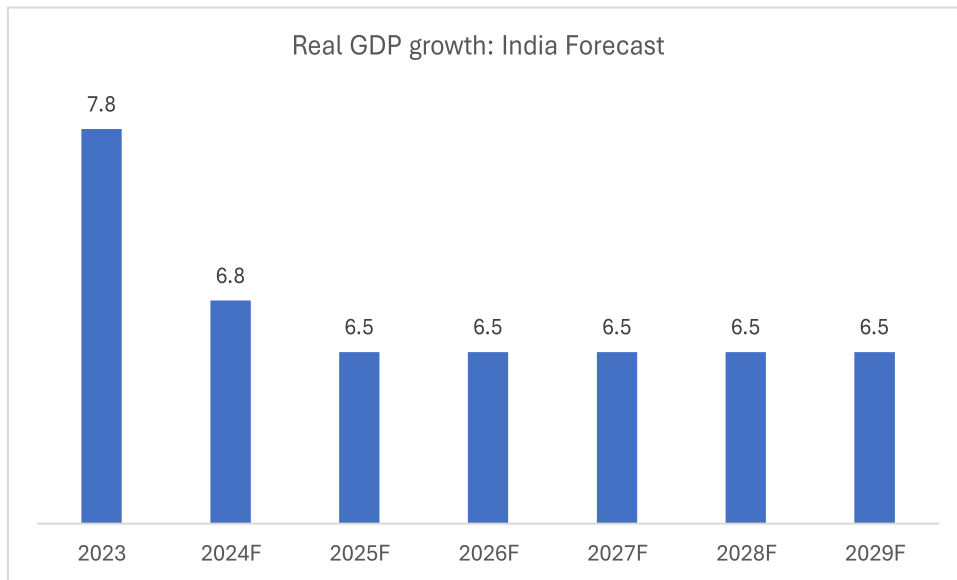


Source: CMIE Economic Outlook

Retail inflation rate (as measured by Consumer Price Index) eased to 4.83% in April 2024 as compared to 4.85% in March 2024. The CPI inflation for rural and urban for the month of April 2024 was 5.43% and 4.11% against 5.51% and 4.14% respectively in March 2024. Retail inflation moderated during FY 2024 after the peak of 7.4% in July 2023 and it fluctuated between 4.85%-6.83%. CPI measured below 6% tolerance limit of the central bank since September 2023. As a part of anti-inflationary measure, the RBI has hiked the repo rate by 250 bps since May 2022 to current 6.5% while it has been holding the rate at 6.5% since 8 Feb 2023.

India's Economic Growth Outlook

Looking ahead to 2024, India's projected GDP growth of 6.8% in 2024 stands out as the fastest among major emerging markets, significantly outpacing China's 4.6% and Brazil's 2.2%. This robust growth trajectory is expected to sustain at 6.5% annually from 2025 to 2029, reflecting strong economic fundamentals and continued momentum.



Source: IMF

This decent growth momentum in near term (2024) is accompanied by a slowdown in inflation, as well as various other factors in the medium to long term that will support the economy. These include enhancements in physical infrastructure, advancements in digital and payment technology, improvements in the ease of doing business and a higher quality of fiscal expenditure to foster sustained growth.

On the demand side, improving employment conditions and moderating inflation are expected to stimulate household consumption. Further, the investment cycle is gaining traction, propelled by sustained government capital expenditure, increased capacity utilisation and rising credit flow. Additionally, there are positive signs of improvement in net external demand, as reflected in the narrowing merchandise trade deficit. Despite the supply disruptions, exports clocked positive y-o-y growth in December 2023 and January 2024.

From uplifting the underprivileged to energizing the nation's infrastructure development, the Government has outlined its vision to propel India's advancement and achieve a 'Viksit Bharat' by 2047 in the interim

budget announced on 1st Feb 2024. Noteworthy positives in the budget include achieving a lower-than-expected fiscal deficit for FY24 and setting a lower-than-expected fiscal deficit for FY25, proposing dedicated commodity corridors and port connectivity corridors, providing long-term financing at low or nil interest rates to the private sector to step up R&D in the sunrise sectors.

Achieving a reduced fiscal deficit of 5.8% in FY24 and projecting a lower than-anticipated fiscal deficit of 5.1% are positive credit outcomes for India. This showcases the country's capability to pursue a high-growth trajectory while adhering to the fiscal glide path. There has been a significant boost to capital expenditure for two consecutive years; capital expenditure – which is budgeted at 3.4% of GDP (INR 11.1 trillion/USD 134 bn) for 2024/25 – is at a 21-year high (3.3% of GDP in 2023/24). The enhancement of port connectivity, coupled with the establishment of dedicated commodity corridors (energy, mineral and cement), is poised to enhance manufacturing competitiveness. This strategic move aims to fulfil India's exports and reduce logistics costs.

However, headwinds to external demand emanate from recession in key exporting partners - the UK and Germany (which collectively account for over 5% of India's export portfolio) - and the spiralling effect it will have on other European countries. Supply disruptions posed by the conflict in the Red Sea, leading to rerouting of shipments through Africa, are impacting sectors exposed to exports to Europe, running on thin margins, especially small businesses. Although headline inflation moderated to 5.1% in January 2024, a three-month low, volatility in crude prices and uncertainties about food inflation are likely to keep the central bank cautious in the near term.

India's optimistic economic outlook is underpinned by its demographic dividend, which brings a substantial workforce that boosts labor participation and productivity. The burgeoning middle class and urbanization contribute to increased domestic consumption, driven by rising incomes and purchasing power. Extensive investments in infrastructure, encompassing roads, railways, ports, and digital connectivity, are enhancing productivity and efficiency, with government initiatives like the Smart Cities Mission and PM Gati Shakti creating a conducive growth environment. This digital transformation, catalyzed by initiatives such as Digital India, is fostering a tech-driven economy marked by enhanced internet penetration, digital payments, and e-governance, thereby fueling growth in sectors like fintech, e-commerce, and digital services. The push to position India as a global manufacturing hub through Make in India and PLI schemes is further boosting industrial output, exports, and domestic production capabilities. Compared to other major emerging markets facing demographic and economic challenges, India's combination of demographic strengths, policy reforms, and strategic initiatives positions it as a standout performer and a significant driver of global economic growth in the foreseeable future.

Key Factors Propelling India's Economic Growth

Development of Domestic Manufacturing Capability

The Government launched Production Linked Incentive (PLI) scheme in early 2020, initially aimed at improving domestic manufacturing capability in large scale electronic manufacturing and gradually extended to other sectors. At present it covers 14 sectors, ranging from medical devices to solar PV modules. The PLI scheme provides incentives to companies on incremental sales of products manufactured in India. This incentive structure is aimed at attracting private investment into setting up manufacturing units and thereby beef up the domestic production capabilities. The overall incentives earmarked for PLI scheme is estimated to be INR 2 lakh crore. If fully realizing the PLI scheme would have the ability to add nearly 4% to annual GDP growth, by way of incremental revenue generated from the newly formed manufacturing units.

Strong Domestic Demand

Domestic demand has traditionally been one of the strong drivers of Indian economy. After a brief lull caused by Covid-19 pandemic, the domestic demand is recovering. Consumer confidence surveys by Reserve Bank

/ other institutions are points to an improvement in consumer confidence index, which is a precursor of improving demand. India has a strong middle-class segment which has been the major driver of domestic demand. Factors like fast paced urbanization and improving income scenario in rural markets are expected to accelerate domestic demand further. This revival is perfectly captured by the private final consumption expenditure (PFCE) metric. PFCE as a percentage of GDP increased to nearly 59.2% during the first half of FY 2023F₂, which is the highest level it has

achieved during the past few years. Although pent-up demand has played a part in this surge, this is an indication of normalization of demand. There are two factors that are driving this domestic demand: One the large pool of consumers and second the improvement in purchasing power. As per National Statistics Office (NSO) India's per capita income (in current prices) stood at INR

1.72 lakhs in FY 2023 which is nearly double of what it was in FY 2015. This increase in per capita income has impacted the purchasing pattern as well as disposable spending pattern in the country. Consumer driven domestic demand is majorly fuelled by this growth in per capita income.

Digitization Reforms

Ongoing digitization reforms and the resultant efficiency gains accrued would be a key economic growth driver in India in the medium to long term. Development of digital platforms has helped in the seamless roll out of initiatives like UPI, Aadhaar based benefit transfer programs, and streamlining of GST collections. All of these have contributed to improving the economic output in the country. Some of the key factors that have supported the digitization reforms include – the growth in internet penetration in India together with drop in data tariffs, growth in smartphone penetration, favourable demographic pattern (with higher percentage of tech savvy youth population) and India's strong IT sector which was leveraged to put in place

² India Economic Survey FY 2023, Full year data is yet to be released.

the digital ecosystem. All these factors are expected to remain supportive and continue to propel the digitization reforms in India.

Increased adoption of digital technology and innovation, inclusive and sustainable practices, business-friendly and transparent regulations, and heightened corporate research and development (R&D) investments will further bolster the country’s growth. These factors will collectively support employment growth across both private and public sectors, including micro, small, and medium enterprises (MSMEs).

Indian IT-BPM Industry

The IT-BPM industry plays a pivotal role in driving India’s overall economic growth. Currently, the industry (including e-commerce) contributes nearly 9% to the country’s GDP. The industry is also one of the largest employers in private organized sectors in the country, employing nearly 5.4 million people. The industry recorded nearly 7% estimated growth in direct employee pool in FY2023E with a highest-ever net addition of approximately 300,000 to its employee base. The sector is also one of the largest private sector employers of women workforce.

Information technology in India is an industry consisting of two major components: [IT services](#) and hardware as well as [Business Process Management](#) (BPM). In fact, E-commerce has also been included in this industry since FY 2013 and contributes substantially to the growth of the industry. India is amongst the largest exporters of IT services in the world as it enjoys a cost advantage over other nations along with the required skills. Tier 1 cities like Bengaluru are 8-10 times more cost efficient than other low-cost destinations (considering required manpower skills as well).

While IT services continues to have the dominant share in the industry, E-commerce is incremental in increasing market share of the domestic IT-BPM industry. IT-BPM companies are found in clusters in India, largely concentrated in urban cities like Bangalore, Chennai, Hyderabad, Mumbai, and Pune, cities that have easy availability of skilled workforce.

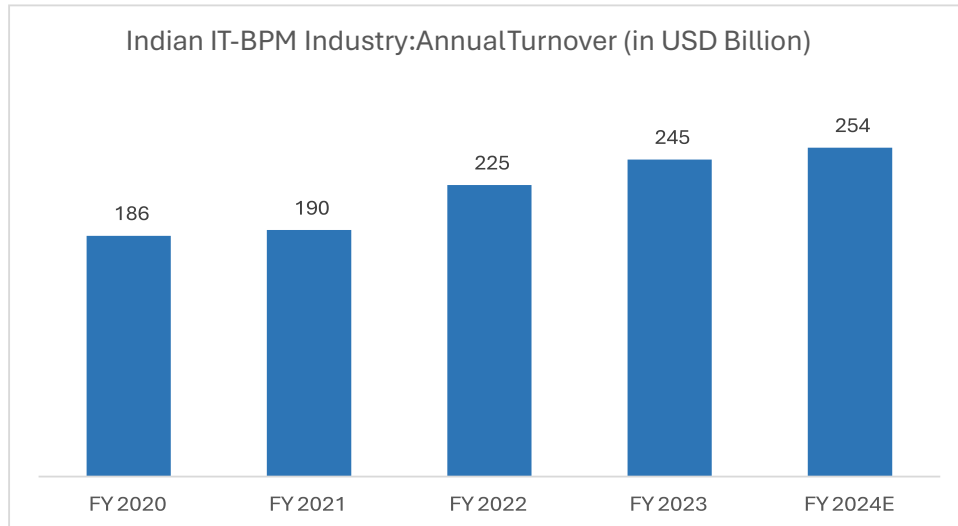
Changing Business Model in Indian IT-BPM Industry

Key Parameter	Shift From	Shift To
Product Offerings	Capacity	IP Focused Product Development
Solution Focus	Cost Advantage	Automation, Efficiency & cost optimization
Delivery focus	Globalized (global product & solution)	Globalized (global as well as local market focus)
Deal	Standalone	Bundled
Pricing	Fixed Pricing	Differentiated Pricing Strategy
Market Coverage	From Known and Met	Unknown & Unmet
Talent Focus	Scale (volume of Workforce)	Skilled (valuable trained Professional)
Operating Model	Size	Agile

Current Market Scenario

According to NASSCOM, annual turnover in Indian IT-BPM sector is estimated to cross USD 250 billion in FY 2024, growing by nearly 4% over previous year. The industry turnover increased by a CAGR of nearly 8% between FY 2020 and 2024, indicating the strong demand. However, on annual basis the industry turnover grew by a slower pace in FY 2024 owing to unfavourable macroeconomic conditions, geopolitical uncertainties, and cautious spending by clients in the technology sector, resulting in delays in closing deals.

Source: NASSCOM



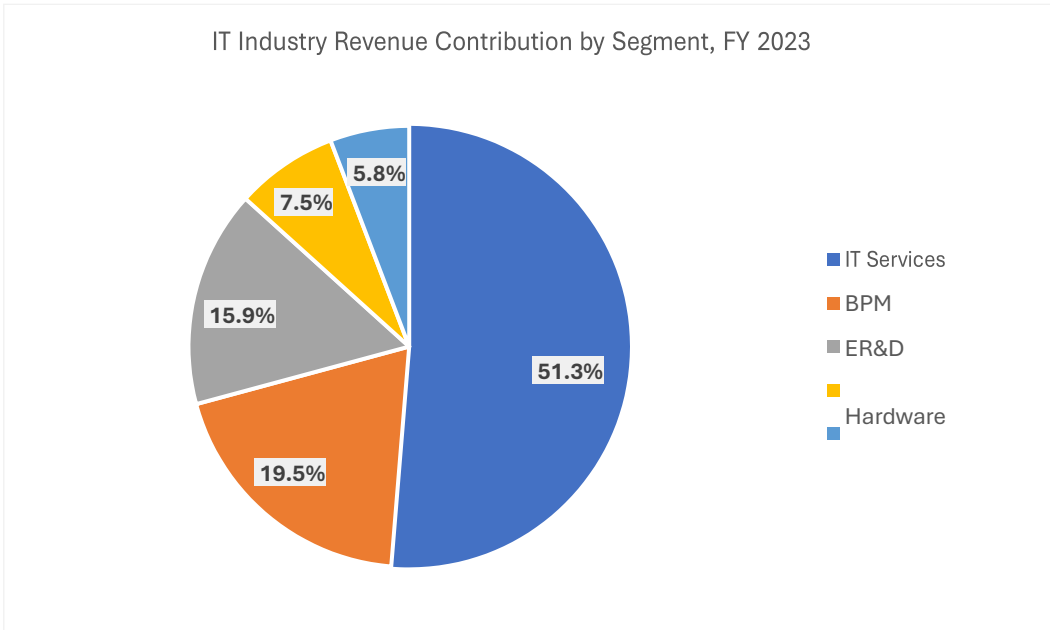
Over the past four quarters or so, technology firms, particularly those providing software services and generating a significant portion of their revenue from international markets like North America and Europe, have experienced subdued business activity due to the economic slowdown in these regions. However, there have been some positive factors, such as stronger performance in the engineering, research, and development (ER&D) sector, and the continued growth of global capability centers (GCCs), with India remaining a preferred location.

Indian IT industry is export oriented with exports contributing to nearly 79% of total industry revenue in FY 2023. India's IT export revenue is estimated to have grown to USD 194 billion in FY 2023 from USD 178 billion in FY 2022, registering 9% Y-o-Y growth, while domestic IT industry revenue is estimated to have grown by 4.1% on Y-o-Y basis to reach USD 51 Bn in FY 2023.

Market Segmentation³

By segmentation, the overall IT industry is estimated to earn 51.3% of the revenue from IT services while 19.5% from BPM services, 15.9% from ER&D, 7.5% from the IT hardware sector and 5.8% from software products in FY 2023.

³ NASSCOM is yet to release the final industry turnover & segmentation details for FY 2024

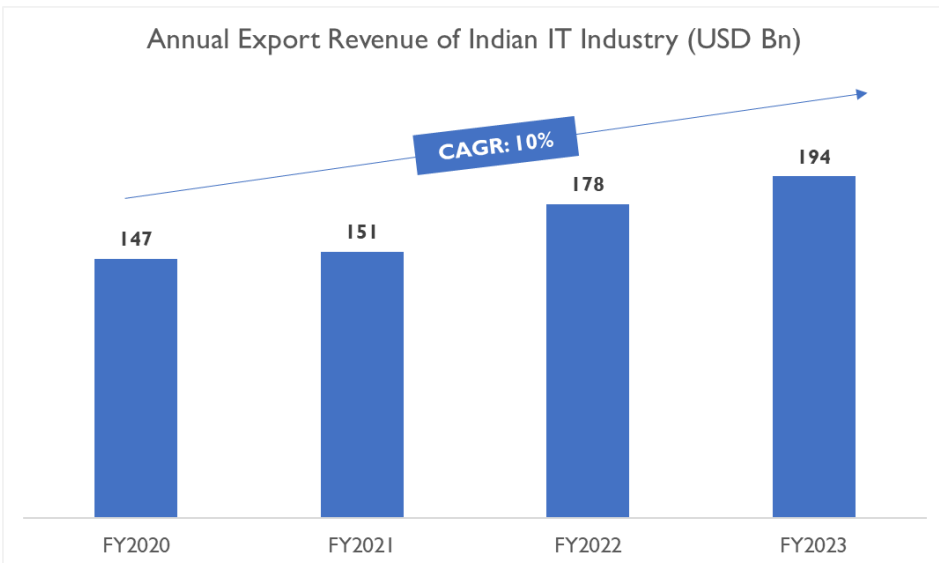


Source: NASSCOM

During the past two years, COVID-19 pandemic accelerated the technology adoption across industries as businesses relied on digital tools for resilience and business continuity. The overall industry revenue has been driven by the fast-paced digitization and cloud adoption. Digital revenue share stood at 30-32%, recording an incremental revenue of USD13 bn in FY2022, registering 25% growth on y-o-y basis. The industry observed over 290 cross border M&As deal with their primary focus as digital.

Export Revenue

Indian IT industry is export driven, with export contributing ~79% of the industry revenue in FY 2023. Within exports, IT services export accounts for the largest share while the share of hardware in export is negligible, as IT hardware manufactured in India is primarily consumed to meet domestic demand. IT services export contributed the most to total industry revenue with nearly 51% share followed by BPM and the ER&D. In FY 2023, the value of export revenue generated by IT industry is estimated to be USD 194 Bn, registering 9% y- o-y growth. Factors such as economy of scale, business risk mitigation, utilization improvement and superior competency have all lead to the growth of the Indian BPM industry.



Source: Dun & Bradstreet Research

The USA, UK and EU remain the major markets for the IT software and services exports, accounting for ~90% of the total IT industry exports, however, there are new challenges surfacing in these traditional geographies. Consequently, India is exploring new opportunities in Asia Pacific (APAC), Latin America, Middle East Asia, Europe, Japan, China, and Africa along with catering to the demand to traditional market.

Demand Drivers

Large Talent Pool & Cost Competitiveness: Presence of a large employee base with high IT skills and a cost differential with their peers in the developed markets of the US and Europe has helped the country emerge as a sought-after IT outsourcing destination. As per industry estimates, labour cost efficiency is up to 30-40% more than source countries (primarily US) that gives huge opportunity for the outsourcing business model to expand. Indian IT industry is a global talent powerhouse and a representative of millennials, showcasing diversity, and leadership in digital skills that too at competitive costs. India boasts of a digitally skilled talent pool of 1.6 million with over 30% increase in learning and development budget of companies. To fulfill the robust digital driven IT growth, tech companies are upskilled with 2.8 lakh employees in the digital space in FY 2022. In FY 2022, India's digital talent pool surged to 1.6 million from 1.17 Mn in FY 2021, registering 36.8% y-o-y growth.

Global Technology Spending: Organizations worldwide have been preferring computerization as well as automation to streamline costs and increase operation efficiency, business. Moreover, amidst strict restriction during Covid, business looked technology as a solution to keep the business running and respond to consumer increasingly reliance to several online platform including gaming, digital content, social media, and E-commerce. Consequently, the global IT spending surged to USD 4.4 trillion in 2022. It is further slated to grow by 2.4% to USD 4.5 trillion in 2023. This created great opportunities for the export-oriented Indian IT industry which grew substantially.

Preferred Outsourcing Destination: Indian IT industry has earned more than 25 years of outsourcing experience and possesses a strong ecosystem. Indian companies are steadily upgrading their capabilities to rapidly adapt with emerging demand. With expanding GCC base and tech value proposition, India's continued to ranked 1st as sourcing destination with nearly 60% share in global outsourcing market which witnessed significantly higher growth of 8-10% reaching USD 262 billion in 2022.

Growing Technology Absorption in Domestic Market: While the first phase of India's technology industry development was driven by export of software and services, the current boom is largely led by domestic demand. A major source of growth in domestic IT-BPM revenue has been Government initiatives and technology adoption programmes by government for its citizen and inter-departmental services. Enterprise services comprising of M-wallets/m-banking for financial inclusion; digital marketing; online payments; analytics; automotive (EV/autonomous vehicles); etc. and smart projects comprising of smart city, transportation, utilities buildings, etc., E-commerce.

Domestic IT Spending in India

The Indian IT sector is experiencing a boom, with overall spending projected to reach a staggering USD138.9 billion in 2024, reflecting a healthy 13.2% growth from 2023. This surge is fuelled by a collective increase across all major segments: Data Center Systems, Devices, Software, IT Services, and Communication Services.

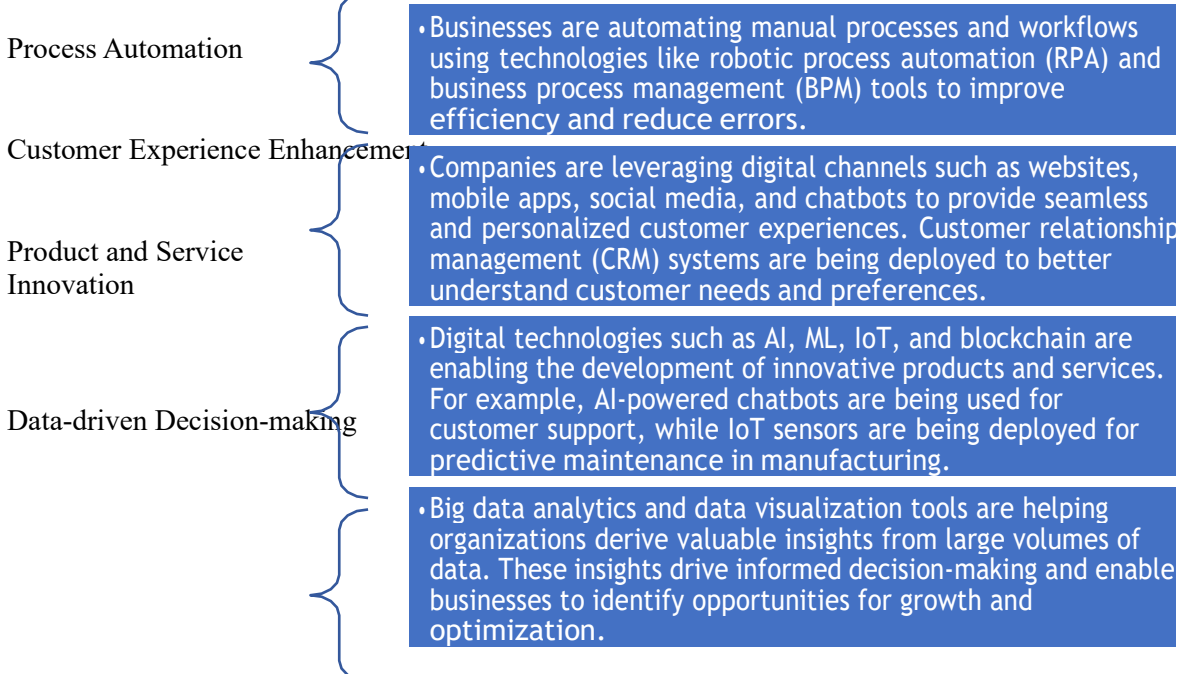
Leading the pack is the software segment, anticipated to witness the highest growth rate of 18.6% in 2024. This can be attributed to factors like rising adoption of cloud-based solutions, increased demand for security software, and the growing importance of enterprise resource planning (ERP) tools. Businesses are actively investing in software that streamlines operations, enhances data management, and fosters innovation. The devices segment is also expected to experience significant growth of 16.9% in 2024. This could be due to a combination of factors such as the need for upgrading to newer devices with better functionalities, and the increasing penetration of smartphones and tablets across various demographics.

Key factors driving IT spending in India.

Digital Transformation

Digital transformation involves the integration of digital technologies into all aspects of business operations, fundamentally changing how businesses operate and deliver value to customers. Indian businesses are undergoing a significant digital transformation to improve operational efficiency, enhance customer experience, and drive innovation. This transformation involves adopting technologies such as cloud computing, big data analytics, artificial intelligence, machine learning, and IoT to digitize processes, products, and services.

In India, digital transformation initiatives driving IT spending in India are:



Thus, businesses are aggressively investing in advanced technologies like cloud computing, AI, IoT, and big data analytics to revolutionize their operations, boost efficiency, and stay ahead in a fiercely competitive market.

Government Initiatives

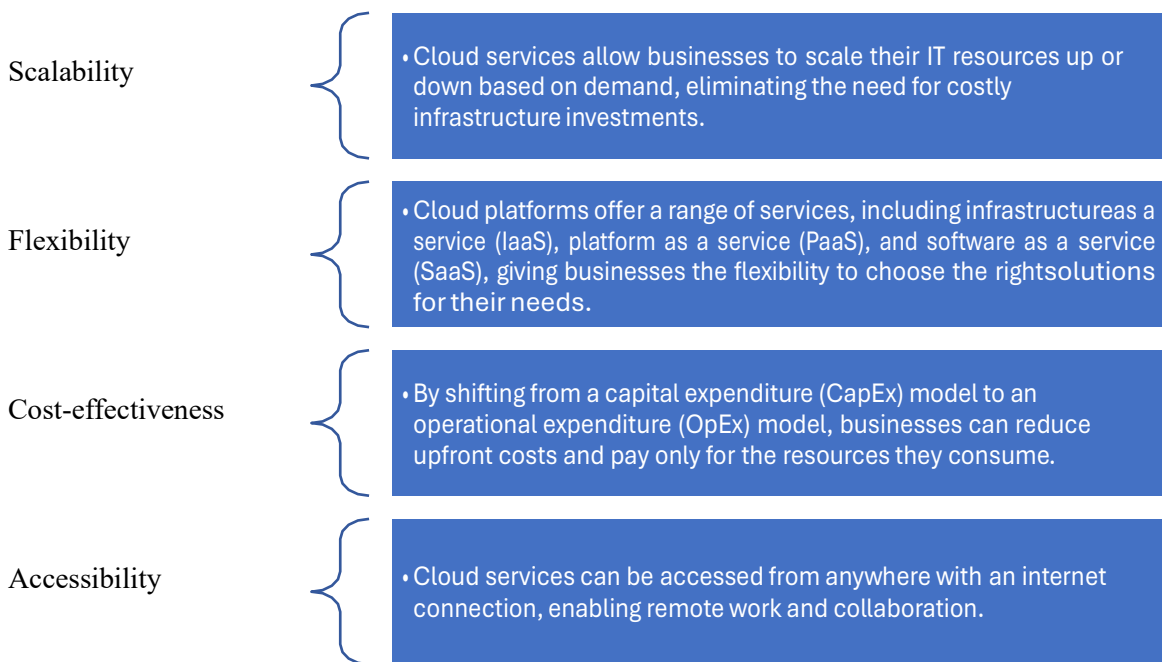
The Indian government has launched several initiatives to promote digitalization and innovation across various sectors. These initiatives include:



These initiatives involve projects such as e-governance, digital infrastructure development, broadband connectivity expansion, and promoting electronic manufacturing. Thus, government initiatives are propelling IT expenditure by spearheading nationwide digitization efforts, upgrading digital infrastructure, expanding connectivity, and fostering innovation-led growth.

Cloud Adoption

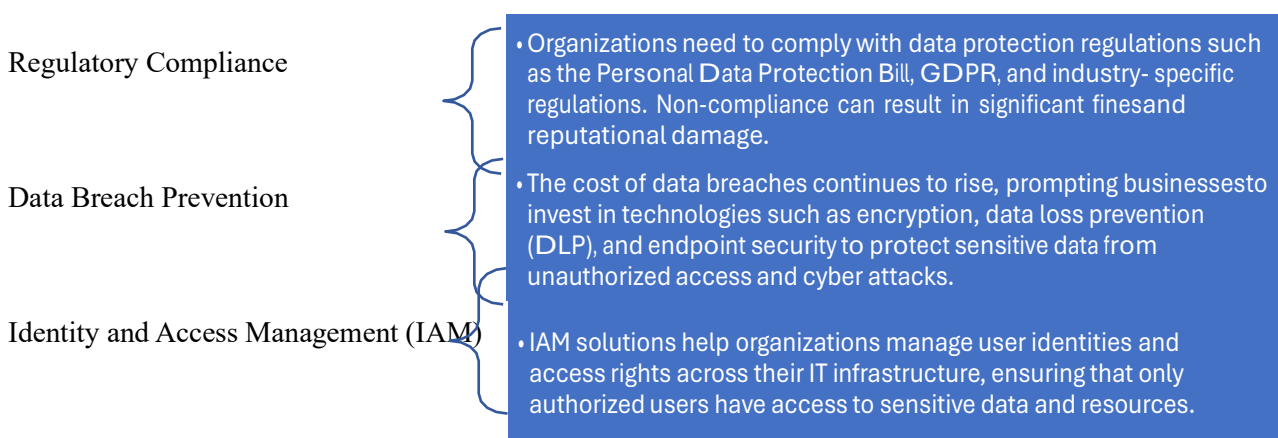
Indian businesses are increasingly adopting cloud computing services due to benefits such as scalability, flexibility, cost-effectiveness, and faster time-to-market. Cloud adoption enables organizations to access IT resources on-demand, without the need for significant upfront investment in hardware or infrastructure.



These benefits of cloud adoption are compelling organizations to ramp up IT spending as they transition towards cloud-based solutions to meet evolving business needs.

Data Privacy and Security

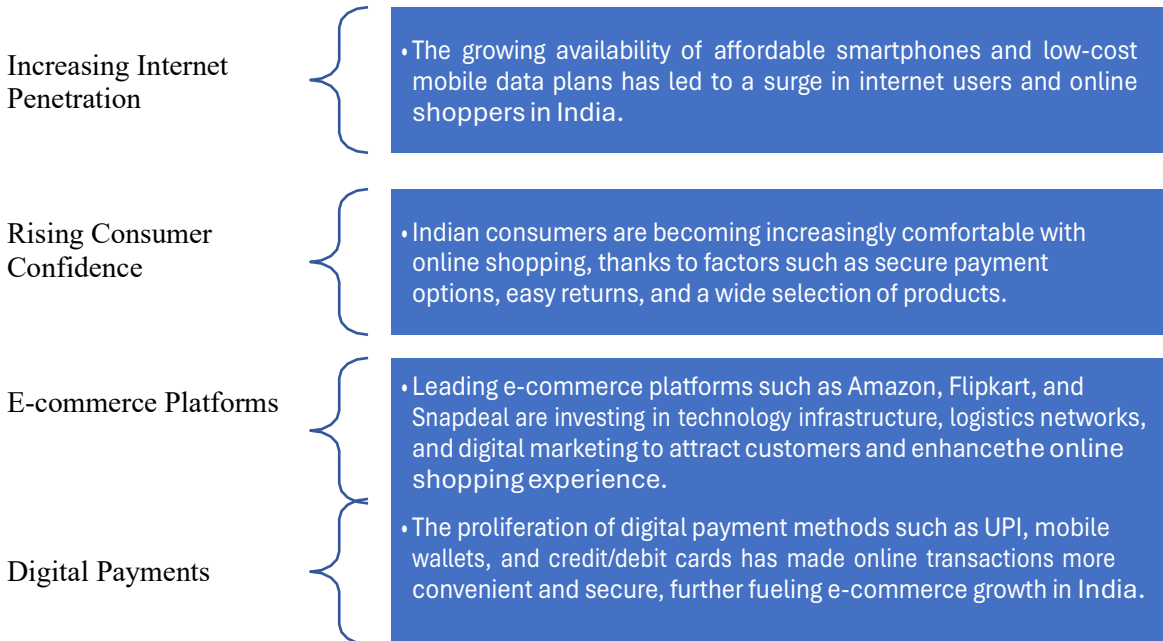
With the proliferation of cyber threats and the growing importance of data privacy regulations, Indian organizations are investing in cybersecurity solutions to protect sensitive data and ensure compliance. This includes investments in technologies such as encryption, threat detection and response, and identity and access management (IAM):



Thus, with cybersecurity threats on the rise and stringent regulations in place, businesses are channelling substantial resources into raising up their cybersecurity measures, ensuring data protection, and maintaining compliance, thus driving IT spending.

E-commerce Boom

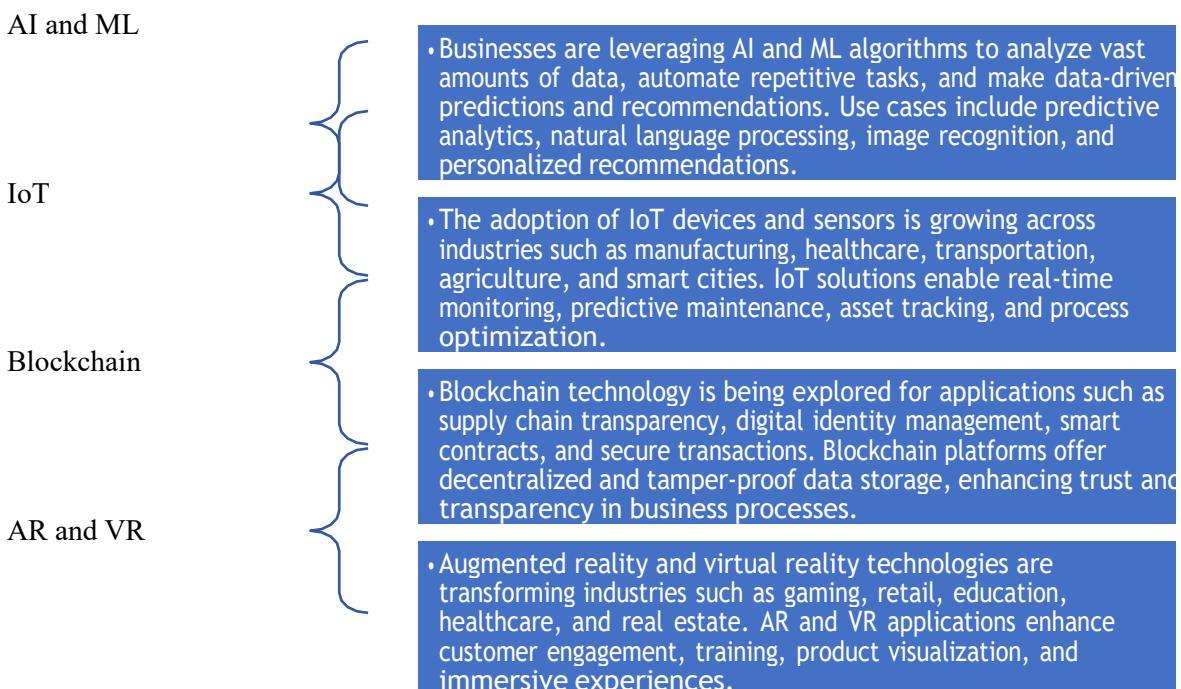
India's booming e-commerce market is driving IT spending as businesses invest in e-commerce platforms, digital marketing, logistics management, and customer relationship management (CRM) systems. India's e-commerce market has witnessed rapid growth in recent years, driven by factors such as:



With the explosive growth of e-commerce in India, businesses are doubling down on IT investments to bolster their online presence, enhance customer experiences, optimize logistics, and scale their operations to capitalize on the booming digital marketplace.

Emerging Technologies

Indian businesses are increasingly exploring emerging technologies such as artificial intelligence, machine learning, Internet of Things, blockchain, and augmented reality to drive innovation and gain a competitive edge. These technologies are being used in various industries, including healthcare, finance, manufacturing, retail, and agriculture, to automate processes, improve decision-making, and create new business models.



The race to harness the power of emerging technologies like AI, ML, blockchain, and AR is pushing organizations to allocate significant budgets towards innovation initiatives, research, and development to unlock new possibilities and drive digital transformation.

Private sector spending

In recent years, India's corporate sector has embarked on a transformative journey driven by IT modernization and digital transformation. This paradigm shift has been catalysed by rapid technological advancements, changing consumer behaviours, and evolving market dynamics. As organizations across various industries strive to stay competitive and relevant in an increasingly digital world, the adoption of innovative technologies and digital strategies has become imperative.

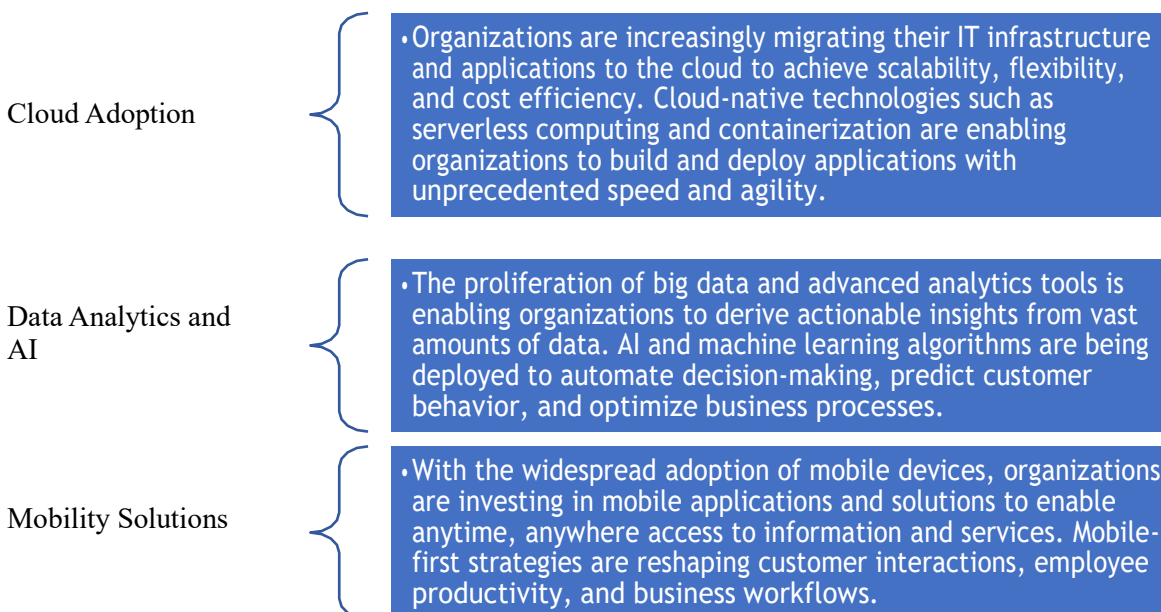
The digital era has ushered in a new wave of transformation, reshaping traditional business models and revolutionizing industry landscapes. Digital transformation encompasses the integration of digital technologies across all aspects of business operations, including customer engagement, product development, supply chain management, and workforce collaboration. In India, digital transformation has emerged as a strategic imperative for organizations seeking to enhance agility, drive innovation, and deliver superior customer experiences in a rapidly evolving marketplace.

Several key factors are driving the push towards IT modernization in India's corporate sector:

- **Technological Innovation:** The relentless pace of technological innovation, fuelled by advancements in cloud computing, artificial intelligence, machine learning, and data analytics, is empowering organizations to reimagine business processes and unlock new opportunities for growth and efficiency.
- **Changing Consumer Expectations:** Today's consumers demand seamless, personalized, and convenient experiences across digital channels. Organizations are under pressure to adapt to these changing expectations by leveraging digital technologies to deliver exceptional customer experiences.
- **Competitive Pressures:** Intense competition in domestic and global markets is compelling organizations to embrace digital transformation as a means of gaining a competitive edge. Businesses that fail to innovate and modernize risk being left behind in an increasingly digital marketplace.

Key Trends

A variety of initiatives and trends are shaping the landscape of IT modernization and digital transformation in India's corporate sector:



Cybersecurity

• As digitalization accelerates, cybersecurity has become a top priority for organizations looking to protect sensitive data and safeguard against cyber threats. Investments in cybersecurity technologies, threat intelligence, and incident response capabilities are essential to mitigate risks and ensure business continuity.

Digital Transformation Initiatives Driving Growth in the Corporate Sector of India

Digital transformation has become a cornerstone of growth and innovation for the corporate sector in India. Fuelled by technological advancements and changing market dynamics, organizations across industries are embracing digital initiatives to enhance efficiency, agility, and customer-centricity. Given below are the key digital transformation initiatives driving progress in India's corporate sector:

E-commerce and Omnichannel Strategies:

With the proliferation of smartphones and internet connectivity, e-commerce has emerged as a pivotal driver of digital transformation in the corporate sector of India. Organizations are investing in robust e-commerce platforms and omnichannel strategies to reach customers across multiple touchpoints seamlessly. From online marketplaces to mobile applications, companies are leveraging digital channels to enhance customer engagement, drive sales, and build brand loyalty.

Cloud Computing and Infrastructure Modernization:

Cloud computing has revolutionized the way businesses manage and deploy IT infrastructure, enabling scalability, flexibility, and cost efficiency. Organizations in India are migrating their workloads to cloud platforms such as Amazon Web Services (AWS), Microsoft Azure, and Google Cloud Platform to streamline operations, accelerate innovation, and drive digital transformation. By leveraging cloud-native technologies, companies can modernize their IT infrastructure, improve agility, and unlock new capabilities for growth.

Data Analytics and Business Intelligence:

Data has emerged as a strategic asset for organizations seeking to gain actionable insights and make informed decisions. Digital transformation initiatives in India's corporate sector include investments in data analytics and business intelligence tools to harness the power of data. From predictive analytics to real-time dashboards, companies are leveraging advanced analytics techniques to uncover trends, identify opportunities, and drive operational efficiency. Data-driven decision-making is becoming increasingly central to business strategies, enabling organizations to stay competitive in a rapidly evolving marketplace.

Artificial Intelligence and Machine Learning:

Artificial intelligence (AI) and machine learning (ML) are transforming business processes and customer experiences across industries. In India, organizations are leveraging AI and ML technologies to automate repetitive tasks, personalize customer interactions, and optimize operations. From chatbots and virtual assistants to predictive maintenance and fraud detection, AI-powered solutions are driving efficiency, innovation, and value creation. By harnessing the power of AI and ML, companies can unlock new revenue streams, improve productivity, and deliver superior customer experiences.

Cybersecurity and Risk Management:

As digitalization accelerates, cybersecurity has become a top priority for organizations looking to protect their assets, data, and reputation. Digital transformation initiatives in India's corporate sector include investments in cybersecurity solutions and risk management frameworks to mitigate threats and vulnerabilities. From network security and endpoint protection to threat intelligence and incident response, companies are adopting a proactive approach to cybersecurity to safeguard against cyber-attacks and data breaches. By implementing robust security measures and fostering a culture of cybersecurity awareness, organizations can build trust with customers, partners, and stakeholders.

Regulatory Framework

The willingness of the Indian Government to boost the services sector enabled the industry to make rapid strides within a short time. With its flagship Digital India initiative, the Government aims to integrate the Government departments and the people of India. It aims at ensuring the government services are made available to citizens electronically by reducing paperwork. In Union Budget 2022-23 too, the government announcement progressed further in this direction with below major announcements:

- The government announced the expansion of 'one class-one TV channel' programme of PM eVIDYA from 12 to 200 TV channels which will enable all states to provide supplementary education in regional languages for classes 1-12.
- Setting up of 750 virtual labs in science and mathematics and 75 skilling e-labs for simulated learning environment in FY23.
- Establishment of a digital University, built on a networked hub-spoke model, and available in different Indian languages and ICT formats.
- The government proposes to set up 75 Digital Banking Units (DBUs) in 75 districts of the country by Scheduled Commercial Banks
- To facilitate better land records management, the government will promote the adoption or linkage of National Generic Document Registration System (NGDRS) with the 'One-Nation One- Registration Software'

Besides above other major announcement also included:

- Plans to set up a National Tele Mental Health Programme which will include a network of 23 tele- mental health centres of excellence. The National Institute of Mental Health and Neurosciences (NIMHANS) will act as the nodal centre and the International Institute of Information Technology- Bangalore (IIITB) will be providing the technology support.
- The government plans to bring the data exchange among all mode operators on Unified Logistics Interface Platform (ULIP), designed for Application Programming Interface (API).
- Launch of an open platform for the National Digital Health Ecosystem consisting of digital registries of health providers and health facilities, unique health identity, consent framework and universal access to health facilities
- Contracts for laying optical fibre in all villages, including remote areas, to be awarded under the Bharatnet project through PPP in FY23 with the aim to be completed by 2025 along with the measures to enable better and more efficient application and adoption of the optical fibre.
- Startups will be promoted to facilitate 'Drone Shakti' through varied applications and for Drone-As- A-Service (DrAAS). In select ITIs, in all states, the required courses for skilling, will be started.
- e-Passports will be issued and rolled out in FY23 by using embedded chip and futuristic technology to enhance convenience of the citizens in their overseas travel.
- Data centers and energy storage systems including dense charging infrastructure and grid-scale battery systems will be given the infrastructure status.

With positive budget announcements, the IT sector role is expected to strengthen further in the developments of the country. The focus on digital innovation and the promotion of blockchain technology through digital currency, which will be led by the RBI, will lead to adoption of high-end technologies and need for upskilling amongst various job seekers.

India is foreseen to enter the arena of digital currency and bring in transparency to transactions and enable accounting of all money with aim to reduce the use of cash-based transactions. The focus on enabling affordable broadband and mobile service proliferation in rural and remote areas will encourage the adoption of 5G, which is planned to be launched in 2022. It will also create immense business opportunities for tech Startups functioning in gaming, content deliver services, animations, cloud technology, etc.

The government of India has realized that the dream to become a digitally advanced nation can be fulfilled by making internet connectivity available across all villages at affordable price. Bringing internet in both fixed-line and wired form to rural parts was key focus of the budget which is believed to promote R&D and commercialization of

technologies and solutions. Above announcement are likely to push the pace of digitization driving the revenue of overall of IT sector.

Competitive Landscape

The Indian IT-BPM industry is highly fragmented and comprises of large multi-billion-dollar companies, small domestic companies and global MNCs. The first category is Tier I with big and Mid-sized players that offer all services across the value chain. These are engaged in providing end-to-end software solutions including process automation, IT infrastructure maintenance, Software testing and platform hosting. The competition in this segment is limited in terms of number of players but is fierce when it comes to offerings and pricing.

Then there are offshore service providers who specialize in IT services along with BPMs. The next category is of companies that only provide and specialize in BPM services. The last category is small and emerging players. This segment is very niche as there is presence of boutique companies specializing in limited domains (at times even one or two offerings). The competitive advantage for these companies is specialized skill sets along with lower pricing.

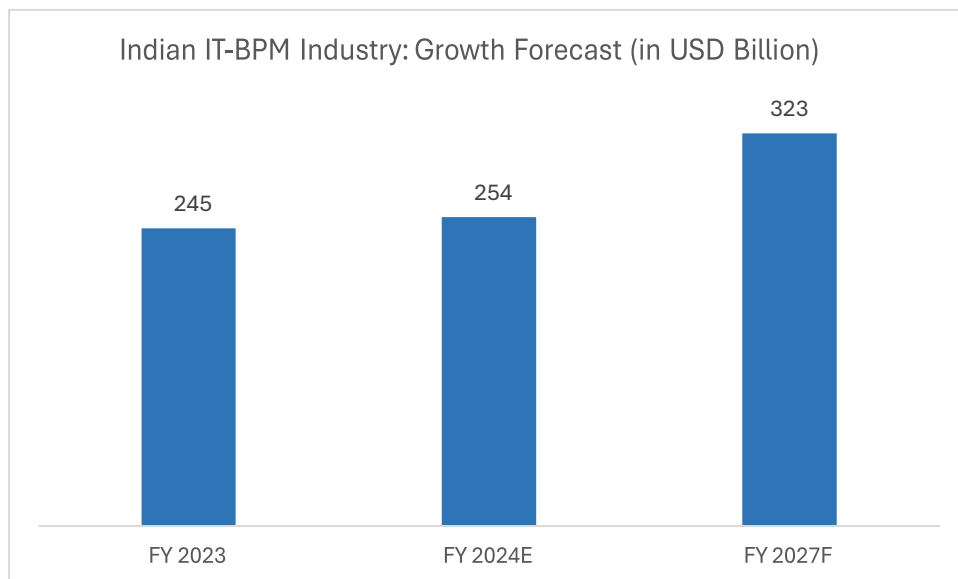
Indian Market landscape	
Players	6000+ Indian Tech Service companies, 2000 Product companies, 1000 SaaS companies
Patents	With a massive focus on IP Creation, India ranked 40th in Global Innovation Index, 138K Tech patent filed between 2015-22.
Start-ups	25000+ firms, 78+ Unicorns, over 1,400 new tech startups were founded in 2022
Global capability centers (GCC)	1430+, where 43% are portfolio & transformation hubs

Growth Forecast

The Indian IT industry is experiencing a period of significant growth, driven by a confluence of factors. According to estimates, the industry is expected to grow at CAGR of 7.2% to reach USD 323 billion by 2027. The global shift towards digitalization has increased the demand for IT services across industries. Indian IT firms, with their expertise in software development, cloud solutions, and system integration, are well- positioned to capitalize on this trend.

Compared to developed economies, India offers competitive rates for IT services, making it an attractive option for businesses worldwide. This advantage, coupled with a large pool of skilled professionals, continues to attract global clients. The rise of technologies like artificial intelligence, blockchain, and the Internet of Things (IoT) is creating new opportunities for the Indian IT industry. Companies are investing in developing expertise in these areas to meet evolving client needs.

Source: NASSCOM, Industry Articles, D&B Research and Estimates



Notably, the domestic IT market is expected to grow even faster. This rapid expansion presents exciting opportunities for both Indian businesses and the global IT landscape. The Indian government is actively promoting digital adoption through initiatives like "Digital India," which aims to make government services more accessible online and bridge the digital divide. This creates significant demand for IT infrastructure and services within the country. The rising middle class in India is driving demand for consumer-focused IT products and services, such as e-commerce platforms, digital payment solutions, and online entertainment options. India's thriving start-up ecosystem is fueling demand for IT services as these new businesses require solutions for website development, app development, cloud infrastructure, and cybersecurity.

Financial Analysis

Year	Power & Fuel	Salaries Wages	&SGA Expenses	Interest Expense	PBDIT Margin	Net Margin
FY 2019	0.2%	45.7%	1.4%	0.2%	30.9%	21.6%
FY 2020	0.2%	46.8%	1.2%	0.5%	31.7%	21.7%
FY 2021	0.1%	47.5%	0.9%	0.4%	32.4%	21.2%
FY 2022	0.1%	47.7%	1.0%	0.3%	33.2%	23.3%
FY 2023	0.1%	48.8%	1.1%	0.4%	27.4%	18.1%

Source: CMIE Prowess IQ, Dun & Bradstreet Research, Based on a Sample of 30 Companies

India have become the outsourcing destination of the world on the back of its low cost and highly skilled human resource. This is also the single biggest operating cost in this industry. Employee cost, in terms of salaries & wages account for nearly half of the total operating cost in the industry. The employee cost in the country has been rising steadily, on the back of demand-supply mismatch and general inflationary scenario.

The IT-BPM industry is extremely fragmented, and success or failure of a firm depends on the skill level of its employees. Consequently, there is a premium attached to skilled engineers and IT professionals, with firms using compensation as a major factor for employee retention. All this have contributed to a growth in employee cost. Despite this increase, the employee cost in India remains well below the level in North America and Europe.

The shift to remote working has created renewed demand for IT skills specific to cloud computing, cyber security, and IT infrastructure maintenance. Unprecedented shift to remote working meant, the demand was widespread. Indian IT industry was well positioned to leverage this opportunity and was able to increase it sales. This in turn has helped in improving the profitability margins in FY 2022

Our Business

Some of the information in the following discussion, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” on page 18 for a discussion of the risks and uncertainties in relation to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read chapter titled “**Risk Factors**” on page 25, for a discussion of certain factors that may affect our business, financial condition, or results of operations.

Our financial year ends on March 31 of each year and references to a particular Financial Year is to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires otherwise, the financial information included herein is derived from our Audited Consolidated Financial Statements included in this Draft Letter of Offer. For further information, please see the chapter titled “**Financial Information**” on page 108.

In this chapter, unless the context otherwise requires, a reference to “our Company” is a reference to Cinerad Communications Limited on a consolidated basis, while any reference to “we”, “us”, “our” or “Group” is a reference to Cinerad Communications Limited on a consolidated basis.

Overview

Our Company was originally incorporated as ‘Cinerad Communications Private Limited’ as a private limited company under the Companies Act, 1956 vide certificate of incorporation dated September 17, 1986 issued by Registrar of Companies, Bombay. Subsequently, the name of our Company was changed to “Cinerad Communications Limited” vide certificate of change of name dated November 01, 1994. The Company was into media and entertainment business and trading activities.

The main object of our Company on its incorporation was as follows:

- a) To act as Motion Picture Producers in talkie version or otherwise, in 70mm, 35mm, 16mm, 8mm or otherwise in Hindustan version or otherwise in any colour Eastman Colour, Technicolour, Gevacolour or otherwise or Black and White or otherwise including documentaries and advertising films and to let the same on hire or otherwise for distribution or exhibition or to sell the same wholly or such part thereof or part rights thereof for such consideration or upon such terms and conditions as may be deemed necessary or expedient.
- b) To carry on the business of a trading as general merchants, importers, exporters, buyers, sellers, retailers and dealers and agents, estate agents, builders, constructions and in all kinds of commodities, materials, articles and goods, including mechanical, electrical, telecommunication, telephone, mobile phones and its instruments and components thereof used for telecommunications and/or radio communications, microphones, amplifiers, loud speakers, telegraphic instruments, TV systems and sub-systems and its equipments and accessories and , calculators, computers, mini-computers and micro-computers, printers and its instruments, components and other related equipments, article including home appliances, articles, goods or things of every description including refrigeration, air-Conditioning and other products, apparatus, tools, articles, goods or things of every description including wheat, starw, rice and other types of straw, forest products, compositors, cotton rags, cotton liners, cotton waste and other fibers fabrics all kinds, oil seeds, minerals, chemicals, ornaments and as jewelry, bullions and coins, precious and semi- precious stones, objects of art and products or every description, either raw of manufactured or in the natural or processed, machineries, machinery parts and spares, tools, Implements and other commodities, articles, goods or things of every description."

Further, pursuant to shareholders approval dated June 08, 2024 the object clause of the Company was changed as follows:

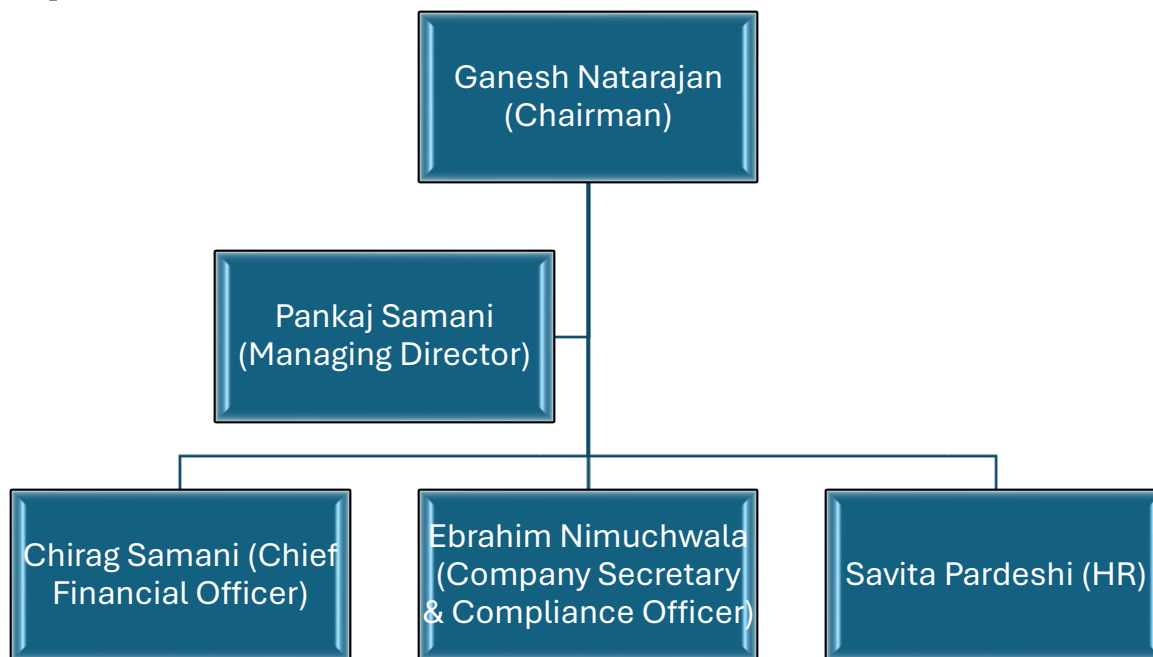
“To provide within and outside India the comprehensive IT services encompassing software development, customization, integration, and maintenance across diverse industries and verticals, catering to both domestic and international clients; specialize in offshore/onshore software development projects, delivering cost-effective and high-quality solutions to global clients, leveraging India's skilled workforce and technological expertise; collaborate with technology partners and industry leaders to stay abreast of emerging trends, advancements, and best practices in the IT landscape, continuously enhancing service offerings and delivering value-added solutions to clients; engage in international

acquisitions and strategic partnerships for enhancement of inhouse capabilities and various synergies; offer consultancy services in the design, setup, and optimization of data analytics infrastructure and processes for businesses aiming to leverage data-driven insights for strategic decision-making; enhance competitiveness by engaging in the sale of software products, both proprietary and third-party, leveraging expertise in technology and market trends to offer innovative solutions to clients, and investing in research and development to develop its own proprietary software products, addressing unmet needs in the market and creating new revenue opportunities; offer training programs and workshops in retail, corporate, and various streams in data analytics, computer technologies, and tools, for individuals and organizations seeking to enhance their analytical and technological capabilities; and offer training programs for upskilling and reskilling to students, corporates, and skilled workers of all segments for improving employability”

Further, our Company has not been doing any business operations in the recent past, hence, pursuant to Open Offer in accordance with SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, by Pankaj Ramesh Samani, Kaushal Uttam Shah, UG Patwardhan Services Private Limited, Ganesh Natarajan, Uma Ganesh Natarajan, Manoj Manohar Panvelkar, Nitin Neminath Patil and Basanta Kumar Swain, the management and control of our Company was changed and taken over by the new promoters. The new promoters of the company have changed the company’s business focus on Information Technology, software development, Data Analytics, Artificial Intelligence and Skill Development & Training,. For further details about our promoters, see the chapter titled "**Our Promoter**" beginning on page 101 of this Draft Letter of Offer.

Currently our Company manages the operations of our subsidiary companies namely Global Talent Track Private Limited and Itarium Technologies India Private Limited. Our Company holds 55% of the equity share capital of Itarium Technologies India Private Limited which is in the business of providing the technology platform and services to build software solutions for various business needs and 60% of the equity share capital of Global Talent Track Private Limited which is in the business of corporate training and skill development.

Corporate structure:



Our products and services:

We provide following services through our subsidiary, Itarium Technologies India Private Limited:

1. Enterprise Solutions: It comprises of CRM, ERP, E-commerce, Enterprise Asset management, Learning management System, Decision Support System, (Troubleshooting Guide), document management.
2. Data and Analytics Consulting: Advisory services to help businesses harness the power of data.

3. Software development: encompasses the design, creation, testing, and maintenance of software applications to address specific business problems.

Further, we provide training and skill development programs to upskill employees in data and related technology areas through our subsidiary Global Talent Track Private Limited.

Financial performance:

Our restated consolidated revenue from operation for FY 2023-24 was ₹ 1399.08 lakhs. Our restated consolidated EBITDA for FY 2023-24 was ₹ 1499.25 lakhs. Our restated consolidated profit/(loss) after tax for FY 2023-24 ₹ (71.16) lakhs.

Particulars	FY 2023-24
Revenue from operation	1,399.08
EBITDA	1,499.25
Profit after tax (before OCI)	(71.16)

Our Business Strategy

Our strategic plan is designed to secure our leadership in the data analytics services industry. We will expand our client base and enter new markets, leveraging cost efficiencies from our low-cost delivery centers in India to offer competitive pricing. Strategic acquisitions will enhance our capabilities in data engineering, AI/ML, and data governance. Additionally, we will provide comprehensive insights and recommendations through value-added consulting services, moving beyond traditional analytics. We will establish partnerships with leading technology providers to enhance our offerings and scale. A cornerstone of our strategy is our strong in-house training programs, which not only equip our team with cutting-edge skills but also result in lower than industry average attrition rates, ensuring consistent quality and expertise in our services. This holistic approach will enable us to deliver exceptional value to our clients and drive sustained growth.

- **Expanding Client Base and Geographical Presence**

We as a company strives on expansion of our products and services through continuous innovation and technology. We have a dedicated team focusing on increasing the client base and entering new markets. We intend to cross sell our products to penetrate the market and synergise the ecosystem of services and products we have in our horizons.

- **Leveraging Cost Advantages**

India being one of the top three countries with highest population has certain advantages. With comparatively lower labour cost as well as skilled staff cost, we can offer our client's services at low cost with high quality services. This cost arbitrage has been instrumental in attracting businesses across sectors , from startups to multinational corporations , seeking to optimize expenses while maintaining service excellence .

- **Strategic Acquisitions**

With strategic acquisitions we are focused on enhancing our capabilities in Data engineering, AI/ML, and data governance. We have integrated the acquired businesses and retained key customers and staff members. We continue to look for strategic acquisition opportunities that have complementary capabilities and help us expand into new geographies.

- **Value-Added Consulting Services**

We as a company has a target of expanding our range of service offerings to increase business from existing clients as well as attracting new clients. We will continue to evaluate our service portfolio in line with future business opportunities.

- **Leverage existing client relationships to enhance our business**

We as a company intend to continue to grow our business by enhancing our existing client relationships and by synergising scope of engagements with our clients by expanding the breadth of services we offer, pursuing excellence in delivery through innovative practices and leveraging our industry experience.

Our Strengths:

- **Strong Partnerships**

The company through our subsidiaries has established strong partnerships with leading technology providers, enhancing its service offerings and staying ahead with the latest technological advancements. Our track record of delivering quality and innovative solutions across verticals and our engineering expertise help us to maintain these relationships and increase our business from our existing customers.

- **Veteran Team**

The company boasts a team of seasoned professionals with extensive experience in the Technology Sector, ensuring high-quality service delivery and innovative solutions. We believe that our senior management has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork .

- **Robust Workforce Due to In-House Training**

With a comprehensive in-house training program, the company develops a skilled workforce proficient in the latest data analytics tools and methodologies, technical training, leadership development and executive education programs while helping us sustain lower than average industry attrition rates. This allows us to identify and develop future leadership, build company allegiance and excellence in delivery through our “ customer first “ motto and to promote talent within our company .

- **Large Repetitive Client Base**

The company through our subsidiaries has built a substantial and loyal client base, with many clients returning for repeat business, showcasing the company's reliability and client satisfaction. Our company provides vast range of services and products which creates an ecosystem , hence it enables the company to cross sell and retain the clients .

- **Innovative Solutions**

The company continuously invests in research and development to create innovative analytics solutions, tailored to meet the unique needs of various industries and clients. We are focused on driving innovation and adopting solutions in line with technological trends. We have a dedicated team of skilled individuals and technical background and domain experience in each of our verticals with a focus on evolving technologies .

Our Key Strategies:

- **Customer Acquisition:**

We as a company has developed long standing relationships with our customers. We devote significant attention to being able to understand the behaviour, preferences and trends of our customers through research and consultation process. With this approach, we aim to become a key part of our customer’s operating and growth strategy, enabling us to serve our customers across multiple touchpoints and projects .We focus on personalized marketing campaigns with data-driven strategies targeting specific client segments for customer acquisition. Further, we plan and execute digital marketing campaigns across various channels (SEO, PPC, social media). Our enhanced support services which include dedicated account managers, and 24/7 support teams also helps us to acquire and retain the customers.

- **Brand Building:**

We as a company believe that a strong brand will contribute to attracting and retaining talented people and enhancing our lead generation process and client acquisition. We use effective use of digital presence such as social media, SEO and PPC advertising for brand building. Our marketing team focuses on various aspects of marketing, including digital marketing, content creation, market research and brand management through consistent messaging, visual identity and customer engagement.

Pricing Strategy:

We offer competitive pricing models based on the value delivered to clients. We also have customizable pricing options to meet diverse client needs. Hourly rates vary by complexity of the project and the mix of staffing. The margin on our services is impacted by the increase in our costs in providing those services, which is influenced by wage inflation and other factors .

Strategic Partnerships:

We enter into technology collaborations / alliances with leading technology firms / key industry players to enhance service offerings and provide comprehensive solutions. We also collaborate with financial institutions to offer flexible financing options to clients. For example, we collaborate with tech companies to integrate advanced AI and ML technologies into our products. We also associate with Industry Associations to increase visibility and credibility.

Expansion in product portfolio to address end to end value chain

We as a company has always focused on product enhancement and portfolio expansion to optimize the usage of technological advancement. Product innovation and enhancement are one of our core strategies around which we plan our medium to long term strategic initiatives. Our Company has taken a two-pronged approach by investing in OEM Technology Providers thereby increasing of service offerings. Our technology platform has been our key differentiator in the market.

Registered Office

The registered office of our company is situated at 80 Burtolla Street, Kolkata, Barabazar, Kolkata, Kolkata, West Bengal, India, 700007. The Board of Directors at its meeting held on April 22, 2024, has recommended shifting of registered office of the Company from Kolkata, West Bengal to 1143, North Shivaji Nagar, Samani Compound, Timber Area, Sangli, Maharashtra-416416. i.e. from one state to another state. Further, approval of the shareholders was granted in its Extra Ordinary General Meeting held on June 08, 2024 to shift the registered office of the Company. The Company is in process of acquiring necessary approval from regulatory authorities including from Central Government (Power delegated to Regional Director) pursuant to section 13(4) of the Companies Act, 2013. For further details of the change in name and registered office of our Company, please refer "**General Information**" beginning on page 37 of this Draft Letter of Offer.

Further, our company do not hold any material properties.

Other Key Resources :

Human Resources


Our employees are key contributors to our business success. As on the date of this Draft Letter of Offer, we have 3 employees including our Executive Directors, who look after our business operations, secretarial, marketing and accounting functions in accordance with their respective designated goals.

Following is a department wise employee break-up:

Job Function	No. of Employees
Business Development / Marketing	2
Operations	Nil
HR & Admin	1
IT Systems	Nil
Finance & Accounts	1
Legal	1
Total	5

Intellectual Property

Our Company has been using following brands and logos which are not registered with the trademark authority:

S. No.	Logo	Status
1.		Not Registered.

Insurance

As on date of this Draft Letter of Offer, our Company does not maintain any insurance policies for its key assets. For further details, please see Chapter ‘**Risk Factors**’ on page 25 of this Draft Letter of Offer.

Competition

Our subsidiaries operate across the spectrum of Information technology services. Our primary competitors domestic and global IT companies which are into the same line of business with substantial resources and market presence.

Sales & Marketing

Since we operate through our subsidiaries, the sales and marketing team focuses on promoting the products and services, generating demand, and converting leads into customers. This team also manages the brand and market positioning.

Our Management

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board. As on date of this Draft Letter of Offer, we have seven (08) Directors on our Board, which includes, one (01) Managing Director, three (03) Non – Executive Director and three (04) Independent Directors, one of whom is also the woman director of our Company.

A. BOARD OF DIRECTORS

Set forth below are details regarding our Board as on the date of this Draft Letter of Offer:

Details of Directors	Age (Years)	Other Directorships
<p>Pankaj Ramesh Samani</p> <p>DIN: 06799990</p> <p>Date of Birth: February 01, 1975</p> <p>Designation: Managing Director</p> <p>Address: 1143, Swati Bungalow, Samani Compound, North Shivajinagar, Sangli, Miraj, Maharashtra – 416416.</p> <p>Occupation: Professional</p> <p>Term: To hold office for a period of 5 (Five) years with effect from March 13, 2024 to March 12, 2029 (both days inclusive) subject to liable by rotations</p> <p>Period of Directorship: Since March 13, 2024</p> <p>Nationality: Indian</p>	49	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> • Kredpool Solutions Private Limited • Sangli-Miraj Commercial Ventures Private Limited <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> • Nil
<p>Kaushal Uttam Shah</p> <p>DIN: 02175130</p> <p>Date of Birth: December 25, 1977</p> <p>Designation: Non-Executive Director</p> <p>Address: 621, Ramchandra Plot, Gulmohar Colony, South Shivajinagar, Sangli, Maharashtra – 416416</p> <p>Occupation: Professional</p> <p>Term: From March 13, 2024</p> <p>Period of Directorship: Since March 13, 2024</p>	46	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> • Ukkhimji Foods Private limited • Sangli-Miraj Commercial Ventures Private Limited <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> • Nil

<p>Nationality: Indian</p>		
<p>Ganesh Natarajan</p> <p>DIN: 00176393</p> <p>Date of Birth: January 18, 1957</p> <p>Designation: Non-Executive Director (Chairman)</p> <p>Address: Flat No - 201, 2nd Floor, 219 Boat Club, Boat Club Road, Sangamwadi, Pune, Maharashtra – 411001</p> <p>Occupation: Professional</p> <p>Term: From March 13, 2024</p> <p>Period of Directorship: Since March 13, 2024</p> <p>Nationality: Indian</p>	<p>67</p>	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> • Hinduja Global Solutions Limited • Honeywell Automation India Limited • Lighthouse Communities Foundation • SBI DFHI Limited • SBI Payment Services Private Limited • 5F World Private Limited • Skills Alpha Learning Private Limited • Inflexion Analytix Private Limited • Foundation To Educate Girls Globally • Global Talent Track Private Limited • Zeva Capsol Private Limited <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> • Nil
<p>Nitin Neminath Patil</p> <p>DIN: 07686672</p> <p>Date of Birth: July 26, 1974</p> <p>Designation: Non-Executive Director</p> <p>Address: Flat No - 303, Amrutsiddhi Appartment, Navi Peth, Near Bhide Hospital, Laxmi Park, Rajendr Nagar, Pune, 411030</p> <p>Occupation: Professional</p> <p>Term: From March 13, 2024</p> <p>Period of Directorship: Since March 13, 2024.</p> <p>Nationality: Indian</p>	<p>49</p>	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> • Itarium Technologies India Private Limited <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> • Nil
<p>Salil Sriram Shetty</p> <p>DIN: 07424136</p> <p>Date of Birth: February 27, 1975</p> <p>Designation: Independent Director</p>	<p>49</p>	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> • Nil <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> • Nil

<p>Address: Apartment 801 Skylon Towers, Narangi Baug Road, Pune City, Pune 411001, Maharashtra.</p> <p>Occupation: Professional</p> <p>Term: To hold office for a term of 5 (five) consecutive years with effect from April 22, 2024 up to April 21, 2029.</p> <p>Period of Directorship: Since April 22, 2024.</p> <p>Nationality: India</p>		
<p>Shantanu Jagannath Surpure</p> <p>DIN: 00337426</p> <p>Date of Birth: February 25, 1970</p> <p>Designation: Independent Director</p> <p>Address: Flat No 602, Grandis, Lodha Aurum, Kanjurmarg East, Mumbai- 400042</p> <p>Occupation: Professional</p> <p>Term: To hold office for a term of 5 (five) consecutive years with effect from April 22, 2024 up to April 21, 2029.</p> <p>Period of Directorship: Since April 22, 2024.</p> <p>Nationality: American</p>	54	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> • Arvaya Be Well Private Limited <p><i>Foreign Companies</i></p> <p>Nil</p>
<p>Ruchika Mehta</p> <p>DIN: 09099762</p> <p>Date of Birth: December 22, 1969</p> <p>Designation: Independent Director</p> <p>Address: C-206, Sarvodaya Enclave, South Delhi, Delhi-110017, India.</p> <p>Occupation: Professional</p> <p>Term: To hold office for a term of 5 (five) consecutive years with effect from April 22, 2024 up to April 21, 2029.</p>	54	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> • MSTT Lifestyle Private Limited <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> • Nil

<p>Period of Directorship: Since April 22, 2024.</p> <p>Nationality: Indian</p>		
<p>Samarjeetsinh Vikramsinh Ghatge</p> <p>DIN: 01193699</p> <p>Date of Birth: January 1, 1983</p> <p>Designation: Independent Director (Additional Director)</p> <p>Address: Shrimant Jaisingrao Ghatge Bhavan, Kagal, Kolhapur- 416216, Maharashtra, India.</p> <p>Occupation: Professional</p> <p>Term: To hold office for a term of 5 (five) consecutive years with effect from August 07, 2024 up to August 06, 2029 subject to approval of members in AGM.</p> <p>Period of Directorship: Since August 07, 2024.</p> <p>Nationality: Indian</p>	<p>41</p>	<p><i>India Companies:</i></p> <ul style="list-style-type: none"> • Sankalpsiddhi Multispeciality Hospital Kagal Private Limited • Yashila Farming And Development Private Limited • Yashashree Farming And Development Private Limited • Yashasvee Farming & Development Private Limited • Shree Chhatrapati Shahu Milk & Milk Prod Ucts Limited • Shri Krishna Farming Pvt Ltd • Shree Chhatrapati Shahu Milk & Agro Producer Company Limited <p><i>Foreing Companies</i></p> <ul style="list-style-type: none"> • NIL

Brief Biographies of our Directors

Pankaj Ramesh Samani, aged 49 residing at 1143, Swati Bungalow, Samani Compound, North Shivajinagar, Sangli, Miraj, Maharashtra – 416416, Email ID: pankaj@smcv.in. He holds the degree of electronics engineering from Shivaji University, Kolhapur and MBA from Nottingham Trent University, Southampton, UK and has an experience of more than 25 years in the field of various asset class including private and listed equities.

Kaushal Uttam Shah, aged 46 residing at 621, Ramchandra Plot, Gulmohar Colony, South Shivajinagar, Sangli, Maharashtra – 416416., Email ID: kaushal27@gmail.com. He holds the degree of Chartered Accountant from Institute of Chartered Accountants of India and has an experience of more than 23 years in the field of Commodities and Capital Markets.

Ganesh Natarajan, aged 67 years residing at Flat No - 201, 2nd Floor, 219 Boat Club, Boat Club Road, Sangamwadi, Pune, Maharashtra – 411001, Email ID: ganeshn@5fworld.com. He holds the degree in Mechanical Engineering from BIT Mesra, a post graduate degree in Industrial Engineering from NITIE Bombay and a Ph.D. from IIT Bombay and has an experience of more than 40 years in the field of advisory in digital reengineering and information technology.

Nitin Neminath Patil, aged 49 years residing at Flat No. 303, Amrutsiddhi Appartment, Navi Peth, Near Bhide Hospital, Laxmi Park, Rajendr Nagar, Pune, 411030, Email ID: nitin@itariumtech.com. He holds the master's degree in software engineering from San Jose State University, California and has an experience of more than 28 years in the field of information technology.

Salil Sriram Shetty, aged 49 years, residing at Apartment 801 Skylon Towers, Narangi Baug Road, Pune City, Pune 411001, Maharashtra, Email ID: salilshetty@gmail.com He holds the degree in BS, Engineering from Bangalore University and MBA degree from Thunderbird School of Global Management. He is a founder and Director of Product

Strategy and Marketing at ReZEN. He was the product manager of ChartOne from 2001 to 2003 and the Strategy Consultant for MarchFIRST/USWeb/ MMG from 1999 to 2001.

Shantanu Jagannath Surpure, aged 54 years, residing at Flat No 602, Grandis, Lodha Aurum, Kanjurmarg East, Mumbai, Email ID: ssurpure@gmail.com He holds a BA from Brown University/London School of Economics, an MA Juris from Oxford University and a JD from Columbia Law School. He is an experienced global corporate and securities lawyer focused on cross-border corporate transactions, M&A, venture capital, private equity and capital markets.

Ruchika Mehta, aged 54 years, residing at : C-206, Sarvodaya Enclave, South Delhi, Delhi-110017, India , Email ID: ruchikamehta05@gmail.com . She holds the degree English literature from St. Bede's College and has an experience of more than 20 years in the field of senior editorial positions.

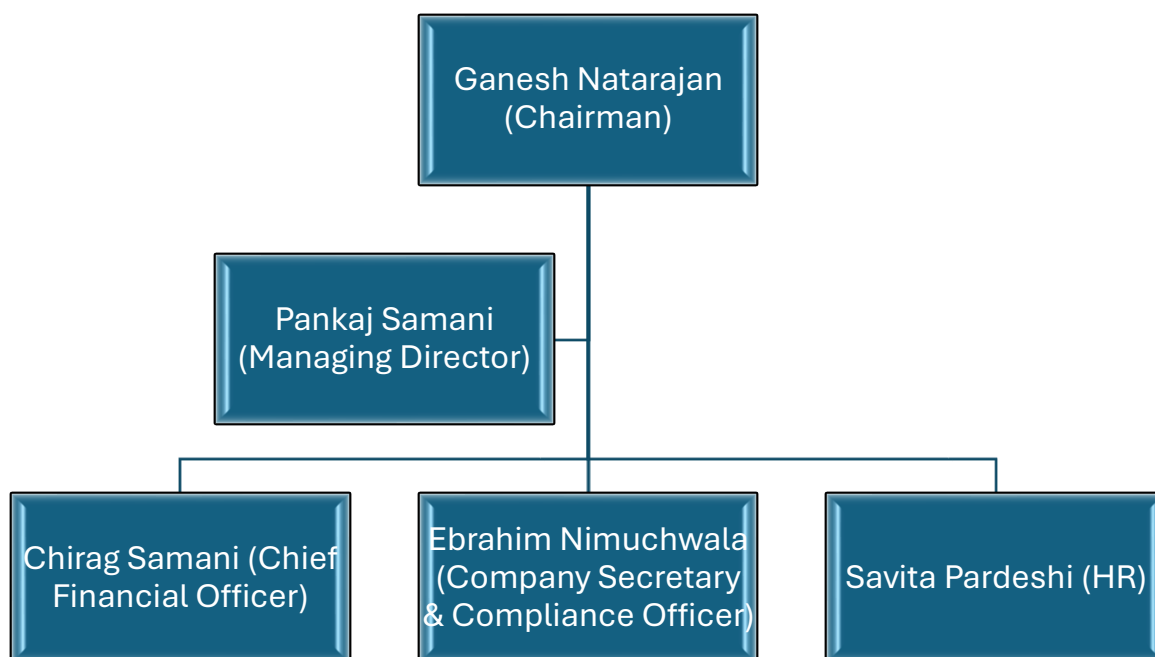
Samarjeetsinh Vikramsinh Ghatge. Aged 41 years, residing at, Shrimant Jaisingrao Ghatge Bhavan, Kagal, Kolhapur-416216, Maharashtra, India, Email ID- contact@rajesamarjeetghatge.com , he holds a Master's Degree in Accounting and Finance. He is a Chartered Accountant by profession and a member of the Institute of Chartered Accountants Of India. Presently is the Chairman of Shri Chatrapatishahu Milk & Agro Producer Company Limited.

Confirmations

1. Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
2. None of our Directors of our Company have held or currently holding directorship in any listed company whose shares have been or were suspended from being traded on any of the Stock Exchange in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.
3. Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.
4. None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.
5. None of our Directors have been identified as a wilful defaulter or fraudulent borrower, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.

B. Management Organization Structure

Set forth is the Organization structure of our Company:



C. Corporate Governance

Certain of the provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance are applicable to us.

We are in compliance with the requirements of the applicable regulations, to the extent applicable, including the SEBI Listing Regulations, Companies Act and the SEBI (ICDR) Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

Committees of our Board

In addition to the committees of our Board detailed below, our Board may, from time to time constitute committees for various functions.:

Audit Committee

The Members of the Audit Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Mr. Shantanu Surpure	Chairman
2.	Mr. Salil Shetty	Member
3.	Mr. Ganesh Natarajan	Member

The Company Secretary acts as the secretary of the Audit Committee.

The Audit Committee was last reconstituted pursuant to a resolution passed by our Board in its meeting held on April 22, 2024. The scope and functions of the Audit Committee and its terms of reference are in accordance with Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations and *inter alia*, include:

- a. To oversight the financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. To recommend appointment / re-appointment, remuneration and terms of appointment of statutory auditors / secretarial auditors / internal auditors / cost auditors;
- c. To approve payment to statutory auditors for any other services rendered by the statutory auditors;
- d. To review 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;
 - 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 management;
 - iv. significant adjustments made in the financial statements arising out of audit findings;
 - v. compliance with listing and other legal requirements relating to financial statements; vi. disclosure of any related party transactions; vii. modified opinion(s) in the draft audit report.
- e. To review, with the management, the quarterly financial statements before submission to the board for approval;
- f. To review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- g. To review and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h. To grant approval or any subsequent modification of transactions of the Company with related parties;
- i. To make scrutiny of inter-corporate loans and investments;
- j. To undertake valuation of undertakings or assets of the listed entity, wherever it is necessary;
- k. To evaluate internal financial controls and risk management systems;
- l. To review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n. To discuss with internal auditors of any significant findings and follow up there on;
- o. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p. To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- q. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r. To review the functioning of the whistle blower mechanism;
- s. To approve the appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- t. To review the utilization loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- u. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- v. To carry out any other function as is mentioned in the terms of reference of the audit committee.

Nomination and Remuneration Committee

The Members of the Nomination and Remuneration Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Mr. Salil Shetty	Chairman
2.	Ms. Ruchika Mehta	Member
3.	Mr. Kaushal Shah	Member

The Company Secretary acts as the secretary of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee was last reconstituted pursuant to a resolution passed by our Board in its meeting held on April 22, 2024. The scope, functions and the terms of reference of our Nomination and Remuneration Committee, is in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations which are as follows:

- a. Formulation of 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. For every appointment of an independent director, it shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
- c. Formulation of criteria for evaluation of Independent Directors and the Board.
- d. Devising a policy on Board diversity.
- e. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- f. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s)/Executive Director(s) based on their performance and defined assessment criteria.
- g. To recommend to the Board all remuneration, in whatever form, payable to senior management.

- h. To consider 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.
- i. Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board.
- j. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

Stakeholders' Relationship Committee

The Members of the Stakeholders' Relationship Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Mr. Kaushal Shah	Chairman
2.	Mr. Nitin Patil	Member
3.	Mr. Shantanu Surpure	Member

The Stakeholders' Relationship Committee was constituted/ last reconstituted pursuant to a resolution passed by our Board in its meeting held on April 22, 2024. The scope and functions of the Stakeholders' Relationship Committee and its terms of reference are in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and *inter alia*, include:

- a. To resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- b. To review measures taken for effective exercise of voting rights by shareholders.
- c. To review adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- d. To review the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- e. To obtain outside legal or other professional advice.

D. Our Key Managerial Personnel and Senior Management

In addition to our Managing Director and Non- Executive Officer, whose details have been provided under paragraph above titled '**Brief Profile of our Directors**', set forth below are the details of our Key Managerial Personnel and Senior Management as on the date of filing of this Draft Letter of Offer:

Chirag Samani, aged 26 years, is the Chief Financial Officer of our Company. He has joined our organisation on March 13, 2024. He is responsible for overseeing the Finance, Accounting, and Taxation departments. This entails managing the company's financial operations, ensuring accurate and timely financial reporting, and compliance with tax laws in our Company. He holds a degree in Bachelor of Commerce from Shivaji University, Kolhapur. He has received certification in Digital Marketing from Google & The Open University, UK.

Ebrahim Nimuchwala, aged 29 years, is the Company Secretary & Compliance Officer of our Company. He has joined our organisation on March 13, 2024. He is responsible for overseeing the legal and secretarial department. With a background as a member of the Institute of Company Secretaries of India and a Master's in Commerce, he brings a wealth of experience, spanning over five years, in the realms of Secretarial and Legal Compliance in our Company. He is a member of the Institute of Company Secretaries of India and a master's in commerce. He has overall experience of 5 years in Secretarial and Legal Compliance. Previously, he was associated with Global Talent Track Private Limited.

Senior Management

Our Chief Financial Officer, Chirag Samani, our Company Secretary and Compliance Head, Ebrahim Nimuchwala, whose details are provided in “- Key Managerial Personnel” on page 92 and our Managing Director Pankaj Samani, whose details are provided in “Our Management” on page 92

Status of each key managerial personnel, as a permanent employee or otherwise

All the Key Managerial Personnel of our Company are permanent employees.

Retirement and Termination Benefits.

Other than the statutory benefits that the Key Managerial Personnel and Senior Management are entitled to, upon their retirement, the Key Managerial Personnel and Senior Management of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

Relationship of Key Managerial Personnel and Senior Management with our Directors, Promoters and / or other Key Managerial Personnel.

None of the party are related to each other, except their shareholding in the company and inter-se promoter company.

Our Promoter

Promoter and Promoter Group of our Company

As on the date of this Draft Letter of Offer, the shareholding of our Promoter and Promoter Group are as follow:

Sr. No.	Name of the Promoter & Promoter Group	Number of shares held	Shareholding as a % of total no. of shares
1.	Pankaj Ramesh Samani	9,00,000	4.70
2.	Kaushal Uttam Shah	5,59,771	2.92
3.	Ganesh Natarajan	49,85,130	26.02
4.	Uma Ganesh Natarajan	12,52,285	6.54
5.	Manoj Manohar Panvelkar	17,23,745	9.00
6.	Nitin Neminath Patil	17,23,745	9.00
7.	Basanta Kumar Swain	14,77,510	7.71
8.	UG Pathwardhan Services Private Limited	9,00,000	4.70
Total		1,35,22,186	70.57

Brief Details

1. Pankaj Samani

Pankaj Ramesh Samani is the Managing Director, and one of the promoters of our Company. For further details, see the chapter titled "**Our Management**" beginning on page 92 of this Draft Letter of Offer.

2. Kaushal Uttam Shah,

Kaushal Uttam Shah is the Non-Executive Director, and one of the promoters of our Company. For further details, see the chapter titled "**Our Management**" beginning on page 92 of this Draft Letter of Offer.

3. Ganesh Natarajan

Ganesh Natarajan is the Non-Executive Director (Chairman), and one of the promoters of our Company. For further details, see the chapter titled "**Our Management**" beginning on page 92 of this Draft Letter of Offer.

4. Uma Ganesh Natarajan, aged 65 years residing at Flat No. 201, 2nd Floor, 219 Boat Club, Boat Club Road, Sangamwadi, Pune– 411001, Maharashtra. Email ID: umaganesh@gttconnect.com. She holds the degree in Economics from Madras University, MBA from Delhi University and Ph.D. from IIT Bombay and has an experience of more than 40 years in the field of education technology and skill development.

As of the date of this Draft Letter of Offer, she is holding directorships in below mentioned companies:

Name of the Company	CIN	Date of Appointment	Designation
Inflexion Analytix Private Limited	U74999TN2016PTC103777	30/09/2019	Whole-time Director
Global Talent Track Private Limited	U74999PN2008PTC132520	31/07/2008	Managing Director
Kalzoom Technologies Private Limited	U72900MH2003PTC138726	17/01/2003	Director
Kalzoom Management Service Technologies Private Limited	U74140MH2001PTC132277	08/06/2001	Director
Studio Coppre Private Limited	U74900PN2014PTC151296	18/08/2016	Director
5F World Private Limited	U74999PN2016PTC165892	08/08/2016	Director
Global Talent Track Eduventures Private Limited	U80302RJ2009PTC028210	02/02/2009	Director
Agarsha Senior Care Private Limited	U85300HR2019FTC080294	22/10/2020	Director
Skills Alpha Learning Private Limited	U74999PN2016PTC166642	03/10/2016	Director
Inflexion Analytix Private Limited	U74999TN2016PTC103777	01/10/2018	Whole Time Director
Global Talent Track Eduventures Private Limited	U80302RJ2009PTC028210	02/02/2009	Director
Agarsha Senior Care Private Limited	U85300HR2019FTC080294	22/10/2020	Director

5. Manoj Manohar Panvelkar, aged 50 years presently residing at Flat No. 502, Building B2, Kumar Parisar, Near Gandhi Bhavan, Kothrud, Pune, 411038, Email ID: manoj@itariumtech.com. He holds the degree of Bachelor of Mechanical Engineering from MIT Pune and has an experience of more than 25 years in the field of information technology.

As of the date of this Draft Letter of Offer, he is holding directorship in below mentioned companies

Name of the Company	CIN	Date of Appointment	Designation
Itarium Technologies India Private Limited	U72900PN2016PTC166724	06/10/2016	Director

6. Nitin Neminath Patil,

Nitin Neminath Patil is the Non-Executive Director, and one of the promoters of our Company. For further details, see the chapter titled "**Our Management**" beginning on page 92 of this Draft Letter of Offer.

7. Basanta Kumar Swain, aged 72 years presently residing at Sikharpur, Uppar Sahi, Cuttack Sadar, Cuttack, College Square, Odisha – 753003, Email ID: basant.swain888@gmail.com. He holds the degree of bachelor’s in arts from Ravenshaw University, Cuttack and has an experience of more than 40 years in the field of engine design and manufacturing.

As of the date of this Draft Letter of Offer, he doesn’t hold any position as a director in any company.

8. Ugpawardhan Services Private Limited (“UG Pathwardhan”) is a private company in the business of real estate renting, incorporated on March 27, 2006, under the Companies Act, 1956, bearing corporate identification number: U00082PN2006PTC022227 and registered office located at Devibhavan Palace, Hirabaug, Miraj, Sangli-416410, Maharashtra, India. There has been no change in the name of the company since its incorporation.

UG Pathwardhan is engaged in the business of Real Estate Brokers, including, land, residential and commercial premises, houses, buildings and also undertake the activity as promoters, developers, builders, construction and maintenance contractors of all kinds of buildings. UG Patwardhan acts as the Architects, Consultants, Supervisors, Administrators on matters related to urban and town planning. UG Pathwardhan is promoted by Gangadharrao Madhavrao Patwardhan and Umaraje Gangadharrao Patwardhan. Directors of UG Pathwardhan are Dev Bahadur Bohara (DIN: 08166901) and Madhavraje Ramraje Patwardhan (DIN: 08267600). As of the date of this Letter of Offer, UG Pathwardhan holds 4.70% of shareholding in our Company and the members of the Promoter Group (other than UG Pathwardhan) do not hold any Equity Shares. The securities of UG Pathwardhan are not listed on any Stock Exchange, in India or abroad.

Brief financial details of UG Pathwardhan are as follows:

Particulars	Financial year ended March 31, 2024 (Unaudited)	Financial year ended March 31, 2023 (Audited)	Financial year ended March 31, 2022 (Audited)
Issued and Paid-Up Equity Share Capital	<u>11,00,000</u>	<u>11,00,000</u>	<u>11,00,000</u>
Reserves and Surplus (excluding revaluation reserves)	(1,22,98,258)	<u>(1,25,12,538)</u>	<u>(1,13,26,752)</u>
Sales/ Turnover/ Other Income	86,53,629	<u>66,45,057</u>	<u>38,28,604</u>
Profit / (Loss) after Tax	2,14,280	<u>(11,85,786)</u>	<u>(13,22,634)</u>
Basic and Diluted EPS per Share	19.48	<u>(107.80)</u>	<u>(120.24)</u>
Net Asset Value per Equity Share	(1018.02)	<u>(1037.50)</u>	<u>(929.70)</u>

Note: Financial Report of Financial Year ended on March 31, 2024 is unaudited.

Confirmations

1. Our Promoter and members of our Promoter have not been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by it in the past or are currently pending against them.
2. Our Promoter and members of our Promoter have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
3. Our Promoter and members of our Promoter have not been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of our Promoter are not and have never been promoter of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
There are no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of the Issue against our Promoter. Except as mentioned under Chapter “**Outstanding Litigation and Material Developments**” mentioned on page 174.

Related Party Transactions

For details of the related party transactions, during the last three financial years, as per the requirements under the relevant accounting standards and as reported in the Restated Consolidated Financial Information, see section titled “Financial Information” at on page 107 of this Draft Letter of Offer

Dividend Policy

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal 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.

The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

There are no dividends declared by our Company in the preceding three years and the six months period ended March 31, 2024 and the period between April 1, 2024 and the filing of the DLOF. There is no guarantee that any dividends will be declared or paid in future. For details in relation to the risk involved, see “Risk Factor No. on page 25 of this Draft Letter of Offer.

Financial Information

Sr. No.	Particulars	Page no.
1	Restated Standalone Financial Statements as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.	108
2	Restated Consolidated Financial Statements as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.	108



INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED STANDALONE
FINANCIAL INFORMATION

The Board of Directors
Cinerad Communications Limited,
80, Burtolla Street, Kolkata – 700 007

Dear Sir,

Reference: - Proposed Right issue of Equity Shares of Cinerad Communications Limited

We have examined the attached Restated Standalone Financial Statement of Cinerad Communications Limited (hereunder referred to "the Company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023, and March 31, 2022, the Restated Statement of Profit & Loss, the Restated Statement of Changes in Equity for the period ended March 31, 2024, March 31, 2023, and March 31, 2022, the Restated Cash Flow Statement for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, the statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Standalone Financial Statement) as approved by the Board of Directors in their meeting held on September 19, 2024 for the purpose of inclusion in the Draft Letter of Offer and the Letter of Offer (collectively the "Offer Documents") in connection with its proposed Right Issue of equity shares, prepared by the Company in connection with its Right Issue of Equity Shares prepared in terms of the requirement of:-

- a) Section 26 of Part I of Chapter 111 Of the Companies Act, 2013 as amended (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("ICDR Regulations" and
- c) The Guidance Note on Reports in Company Prospectuses (as amended) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note")

The Management of the Company is responsible for the preparation of the Restated Standalone Financial Statement for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, Mumbai in connection with the proposed of Right Issue. The Restated Standalone Financial Statements have been prepared by the management of the Company for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022 on the basis of notes to restatement in Note 2 to the Restated Standalone Financial Statement. The Board of Directors of the Company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Statement.

We have examined such Restated Standalone Financial Statement taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter with the proposed Right Issue of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts Of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Standalone Financial Statements; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Right Issue.

This Restated Standalone Financial Statements have been compiled by the management from:

- a) Audited financial statements of the company as at and for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022 prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.
- b) Audit of the Standalone Financial Statement of the Company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 have been prepared by the Company in accordance with the generally accepted accounting policies and as approved by board Of the Company

and Audited by M/ s R K Kankaria & Co. vide their Audit Report dated May 29, 2024, May 26, 2023 and May 27, 2022 respectively.

For the purpose of our examination, we have relied on Auditors' Report issued by the Previous Auditor M/ s R K Kankaria & Co. (the "Previous Auditors") May 29, 2024, May 26, 2023 and May 27, 2022 for the financial year ended March 31, 2024, March 31, 2023 and March 2022 respectively.

Based on our examination and according to the information and explanation given to us, we report that the Restated Standalone Financial Statement

- a) Have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
- b) Do not contain any modification which requires adjustment.
- c) In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter.

Opinion

In our opinion and to the best of information and explanation provided to us, the Restated Standalone Financial Statement of the Company, read with significant accounting policies and notes to accounts are prepared after providing appropriate adjustments and regrouping as considered appropriate.

We, M/ S. Mehta and Mehta, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate is valid as on the date of signing of this report.

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.

The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be constructed as a new opinion on any of the financial statements referred to therein.

We have no responsibility to update our report for events and circumstance occurring after the date of the report.

In our opinions the above Standalone Financial Statements along with Note 1 to 39 of this report read with the respective Significant Accounting Policies and Notes to Accounts are after regrouping considered appropriate and have been prepared in accordance with the Companies Act 2013, ICDR Regulations, Engagement Letter and Guidance Note.

Restriction on Use

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed Right issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

For **Mehta and Mehta**
Chartered Accountants
ICAI Firm Reg No. 016513C

CA Namrata Mehta
Partner
Membership No.: 444456
UDIN.: 24444456BKEJSD9664
Date: September 19, 2024
Place: Udaipur

A) Restated Standalone Balance Sheet as at 31st March 2024

CINERAD COMMUNICATIONS LIMITED

(CIN : L92100WB1986PLC218825)

Restated Standalone Balance Sheet as at 31st March 2024

(Amount in Rs.Thousands)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
		(Rs.)	(Rs.)	(Rs.)
<u>ASSETS</u>				
<i>Non-current assets :</i>				
(a) Property, Plant and Equipment	2	-	-	0.00
(b) Capital work-in-progress	2	-	-	-
(c) Goodwill	2	-	-	-
(d) Other Intangible Assets	2	-	-	0.00
(e) Financial Assets				
(i) Investment	3(a)	1,11,619.15	-	-
(ii) Trade Receivable				
(iii) Loans	3(b)	-	-	-
(iv) Others				
(d) Deferred tax assets (net)	4(a)	-	-	44.03
(e) Other Non-Current Assets	5	-	9,000.00	10,000.00
Total Non-current assets		1,11,619.15	9,000.00	10,044.03
<i>Current assets :</i>				
(a) Inventories			-	-
(b) Financial Assets				
(i) Investments			-	-

(ii) Trade receivables			-	-
(iii) Cash and cash equivalents	6	1,831.55	698.75	438.83
(iv) Bank balances other than(iii) above			-	-
(v) Loans			-	-
(vi) Others (to be specified)	7	4,000.00	-	142.03
(c) Current Tax Assets (Net)	8	1,841.89	1,781.65	1,732.03
(d) Other current assets	9	30,000.00	-	118.51
Total Current assets		37,673.44	2,480.40	2,431.41
<i>Total Assets ::</i>		1,49,292.59	11,480.40	12,475.44
<u>EQUITY AND LIABILITIES</u>				
<i>Equity :</i>				
(a) Equity Share capital	10(a)	1,91,619.15	52,000.00	52,000.00
(b) Other Equity	10(b)	(43,218.84)	(40,773.91)	(39,745.33)
Total Equity		1,48,400.31	11,226.09	12,254.67
<u>LIABILITIES</u>				
(1) Non-Current liabilities				
(a) Financial Liabilities				
(i) Investments				
(ii) Trade Payables				

(A) Total outstanding dues of micro enterprises and small enterprises			
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises			
(iii) Other Financial liabilities (other than those specified in item (b) to be specified			
(b) Provisions			
(d) Other non-current liabilities			
(2) Current liabilities :			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Trade Payables			
(A) Total outstanding dues of micro enterprises and small enterprises			
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises			
(iii) Other Financial liabilities (other than those specified in item (c) to be specified			
(b) Other current liabilities	11	235.60	254.31
(c) Provisions			
(d) Current Tax Liabilities	12	656.68	-
Total Current liabilities		892.28	254.31
			220.77
Total Equity and Liabilities ::		1,49,292.59	11,480.40
			12,475.44

see accompanying notes to the financial statements

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For and on behalf of the Board

In terms of our report of even date

FOR MEHTA AND MEHTA

Chartered Accountants

Sd/-

Sd/-

Pankaj Ramesh Samani

Ganesh Natarajan

Sd/-

Managing Director

Director

DIN : 06799990

DIN : 00176393

CA NAMRATA MEHTA

Partner

Membership No. 444456

Firm Registration No. 016513C

Sd/-

Sd/-

Chirag Jitendra Samani

Ebrahim Saifuddin

Nimuchwala

Place : Udaipur

Chief Financial Officer

Company Secretary

Date : 19th Day of September 2024

ACS : 60947

b. Restated Standalone Statement of Profit and Loss for the period ended 31st March, 2024

CINERAD COMMUNICATIONS LIMITED

(CIN : L92100WB1986PLC218825)

Restated Standalone Statement of Profit and Loss for the period ended 31st March,

		Particulars	No te No.	As at 31.03.2024
		(Rs.)		
I		Revenue From operations		-
II		Other Income	10	609.36
III		Total Income (I+II)		609.36
IV		EXPENSES		

		Employee benefits expense	11(a)	649.50
		Depreciation and amortization expenses	11(b)	-
		Finance Cost		18.14
		Other expenses	12	1,729.97
		Total expenses (IV)		2,397.61
	V	Profit/(loss) before exceptional items and tax (I - IV)		(1,788.25)
	VI	Exceptional Items		-
	VII	Profit/ (loss) before exceptions items and tax (V - VI)		(1,788.25)
	VIII	Income Tax expense:	13	
	(1) Current tax			656.68
	(2) Deferred tax			-
	IX	Profit/(Loss) for the period from continuing operations(VII - VIII)		(2,444.93)
	X	Profit/(loss) from discontinued operations		-
	XI	Tax expenses of discontinued operations		-
	XII	Profit/(loss) from Discontinued operations(after tax) (X - XI)		-
	XIII	Profit/(loss) for the period (IX + XII)		(2,444.93)
	XIV	Other Comprehensive Income		
	A. (i) Items that will not to be reclassified to profit or loss			-
	(ii) Income tax relating to items that will not to be reclassified to profit or loss			-
	B. (i) Items that will be reclassified to profit or loss			-
	(ii) Income tax relating to items that will be reclassified to profit or loss			-

	XV	Total Comprehensive Income for the period Comprising Profit (Loss) and Other comprehensive Income for the period. (XIII + XIV)		(2,444.93)
	XVI	Earnings per equity share (for continuing operation):	14	
	(1) Basic			(0.13)
	(2) Diluted			(0.13)
	XVII	Earnings per equity share (for discontinued operation):		
	(1) Basic			-
	(2) Diluted			-
	XVIII	Earning per equity share (for discontinued & continuing operation)		
	(1) Basic			(0.13)
	(2) Diluted			(0.13)

See accompanying notes to the financial statements

1 -
29

In terms of our report of even date

FOR MEHTA AND MEHTA

Chartered Accountants

Sd/-

Pankaj Ramesh

Sd/-

Managing Director

DIN : 06799

CA NAMRATA MEHTA

Partner

Membership No. 444456

Firm Registration No. 016513C

Sd/-

Chirag Jitendra

c. RESTATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

CINERAD COMMUNICATIONS LIMITED

(CIN : L92100WB1986PLC218825)

RESTATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH

Particulars	As at 31.03.2024		As a
A Cash Flow From Operating Activities			
Net Profit Before Tax and Extraordinary Items		(1,788.25)	
Adjustment For:			
Write of Fixed Asset	-		0.00
Finance costs-Credit card/ bank expenses	(18.14)		
Interest income	(609.36)	(627.51)	(496.19)
Operating Profit Before Working Capital Changes		(2,415.75)	
Changes in Working Capital			
Decrease/(Increase) in Loans	-		-
Decrease/(Increase) in other Current Assets	(34,000.00)		260.55
(Decrease)/Increase in Short-term loans and advances	-		-
(Decrease)/Increase in Trade payables	11.80		
(Decrease)/Increase in other Current Liabilities	(54.47)		33.54

			(34,042.67)	
	Cash Generated From Operating Activities		(36,458.42)	
	Less: Income Tax paid/(refund)		-	
	Net Cash From Operating Activities		(36,458.42)	
B	<u>Cash Flow From Investing Activities</u>			
	Increase/ (Decrease) of Fixed Assets			
	Increase/ (Decrease) of Investments	9,000.00		1,000.00
	Profit on sale of Mutual Fund/ Interest Income	609.36	9,609.36	496.19
			9,609.36	
C	<u>Cash Flow From Financing Activities</u>		-	
	Increase in share Capital	28,000.00		
	Finance costs-Credit card/ bank expenses	(18.14)		
			27,981.86	
	Net Increase/(Decrease) in Cash & Cash Equivalent		1,132.80	
	Cash & Cash Equivalent At the Beginning of the Year		698.75	
	Cash & Cash Equivalent at the End of the Year		1,831.55	

NOTES

1 Cash Flow Statement has been prepared under the indirect method as set out in Ind AS -7 "Statement of Cash flows" issued by India.

2 Cash & Cash Equivalents Comprise:

Cash on Hand

Balance With Schedule Banks in current Account

In terms of our report of even date

FOR MEHTA AND MEHTA

Chartered Accountants

Sd/-

CA NAMRATA MEHTA

Partner

Membership No. 444456

Firm Registration No. 016513C

Place : Udaipur

Date : 19th Day of September 2024

Sd/

Pan

Mana

DIN

Sd/-

Chi

Chief F

Mehta and Mehta
Chartered Accountants



INDEPENDENT AUDITOR'S EXAMINATION OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Cinerad Communications Limited,
80, Burtolla Street, Kolkata – 700 007

Dear Sir,

Reference: - Proposed Right issue of Equity Shares of Cinerad Communications Limited

1. We have examined the attached Restated Consolidated Financial Information of M/s **Cinerad Communications Limited** (the “Company” or the “Issuer”) and its subsidiary (the company and its subsidiary together referred to as the “Group”), comprising the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2024, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the year ended 31 March 2024, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the “Restated Consolidated Financial Information”), as approved by the Board of Directors of the Company at their meeting held on September 19, 2024 for the purpose of inclusion in the Draft Letter of offer (“DLOF”) prepared by the Company in connection with its proposed rights issue of equity shares prepared in terms of the requirements of:
 - a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI “), as amended from time to time (the “Guidance Note”).
2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose inclusion in the DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited in connection with the proposed IPO. The Restated

Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 1 to the Restated Consolidated

24, I Floor, Main Road, Bhupalpura, Udaipur – 313001 Ph:
0294 – 2411369 | 9636649484 | 9413118508 | 9414165569

e-mail id: ho@mehtanmehta.com | camehtaandmehta@gmail.com

Our Presence: Udaipur | Jodhpur | Pune

Financial Information. The responsibility of the respective Board of Directors of the Companies included in the group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration:
 - a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement in connection with the proposed IPO of equity shares of the Company;
 - b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
 - d. The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the rights issue.

4. These Restated Financial Information have been compiled by the management from:
 - a. The Audited Consolidated Ind AS Financial Statement of the Group as at and for the year ended 31 March 2024 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS" as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015 as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors (along with restated previous financial year information on account of prior period items) at their meeting held on the held on September 19, 2024.
 - b. That the Restated Financial Statements of the subsidiary company audited by other Auditors along with their Examination Report approved by the respective Board of Directors of the subsidiary company and the same has been compiled by the management of the respective subsidiary company as at and



Mehta and Mehta

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Mehta and Mehta

for the year ended 31 March 2024 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, approved by respective Board of Directors (along with restated previous financial year information on account of prior period items).

5. For the purpose of our examination, we have relied on auditors' reports issued by M/s R K Kankaria & Co. dated May 29, 2024 on the Audited Consolidated Ind AS financial statements of the Company as at and for the years ended 31 March 2024 as referred in Paragraph 4 (a) & the Examination report issued by the other Auditors as referred in Paragraph 4 (b) above.
6. Other Matters
 - a. As indicated in our audit reports referred above, we did not audit the financial statements of the subsidiary company Global Talent Track Private Limited whose share of total assets, total revenues, net cash flows/ (outflows) included in the Consolidated Ind AS Financials Statements for the year ended March 31, 2024 is tabulated below which have been audited by Jinesh Sanghavi & Associates, Chartered Accountants and whose reports have been furnished to us by the company's management and our opinion on the Consolidated Ind AS Financial Statement, in so far as it relates to the amounts and disclosures included in respect of this component, is based solely on the report of other auditors.
 - b. As indicated in our audit reports referred above, the group's share of the subsidiary company in each of the respective financial years based on information in the financial statements (restated in the subsequent years for prior period items) is as under:

INR in '000's

Particulars	Year Ended March 31, 2024
Total Assets	86,191.20
Total Revenue	36,029.40
Total Cash Inflow / (outflow)	(68,601.22)



Mehta and Mehta

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Mehta and Mehta

- c. As indicated in our audit reports referred above, we did not audit the financial statements of the subsidiary company Itarium Technologies India Private Limited whose share of total assets, total revenues, net cash flows/ (outflows) included in the Consolidated Ind AS Financials Statements for the year ended March 31, 2024 is tabulated below which have been audited by Neeren Ranadive & Associates, Chartered Accountants and whose reports have been furnished to us by the company's management and our opinion on the Consolidated Ind AS Financial Statement, in so far as it relates to the amounts and disclosures included in respect of this component, is based solely on the report of other auditors.
- d. As indicated in our audit reports referred above, the group's share of the subsidiary company in each of the respective financial years based on information in the financial statements (restated in the subsequent years for prior period items) is as under:

INR in '000's

Particulars	Year Ended March 31, 2024
Total Assets	20,042.61
Total Revenue	48,456.56
Total Cash Inflow / (outflow)	(1,349.83)

7. Based on our examination and according to the information and explanations given to us for the respective years, we report that the Restated Financial Information:
- a. have been prepared after incorporating adjustments wherever applicable for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the years ended 31 March 2024 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended 31 March 2024.
- b. There are no qualifications in the auditors reports on the (a) Audited special purpose Consolidated Financial Statements of the group for the year ended March 31, 2024.
- c. The restated consolidated financial statements have been prepared in accordance with the Act and the SEBI ICDR Regulations and Guidance Note.



Mehta and Mehta

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Mehta and Mehta

8. We have not audited and financial statements of the group as at any date or for any period subsequent to March 31, 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the group as at any date or for any period subsequent to March 31, 2024.
9. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim Ind AS financial statements and special purpose audited financial statements mentioned in paragraph 4 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors and the management of the Holding Company for the purpose of preparation of the Restated Consolidated Financial Information of the Holding Company for inclusion in the DLOF to be filed with Securities and Exchange Board of India, and BSE Limited in connection with the proposed rights issue of equity shares. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Mehta and Mehta**
Chartered Accountants
ICAI Firm Reg No. 016513C

Sd/-
CA Namrata Mehta

Partner
Membership No.: 444456
UDIN.: 24444456BKEJSE7068
Date: September 19,
2024 Place: Udaipur



Mehta and Mehta

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CINERAD COMMUNICATIONS LIMITED

(CIN : L92100WB1986PLC218825)

Restated Consolidated Balance Sheet as at 31st March 2024

(Amount in Rs.Thousands)

Particulars	Note No.	As at 31.03.2024 (Rs.)
ASSETS		
<i>Non-current assets:</i>		
(a) Property, Plant and Equipment	2	13,972.04
(b) Capital work-in-progress		31,956.55
(c) Goodwill		82,954.52
(d) Other Intangible Assets	2	
(e) Financial Assets		
(i) Investment	3(a)	-
(ii) Trade Receivable		
(iii) Loans		
(iv) Others	3(b)	3,076.28
(d) Deferred tax assets (net)	4	9,939.81
(e) Other Non-Current Assets		
(j) Other non-current assets		
Total Non-current assets		1,41,899.20
<i>Current assets:</i>		
(a) Inventories		
(b) Financial Assets		
(i) Investments	5	10,989.42
(ii) Trade receivables	6	13,781.94
(iii) Cash and cash equivalents	7	18,777.59
(iv) Bank balances other than(iii) above		
(v) Loans		
(vi) Others (to be specified)	8	4,625.00
(c) Current Tax Assets (Net)	9	13,119.73
(d) Other current assets	10	46,530.26
Total Current assets		1,07,823.95
Total Assets ::		2,49,723.14
EQUITY AND LIABILITIES		
<i>Equity :</i>		
(a) Equity Share capital	11(a)	1,91,619.15
(b) Other Equity	11(b)	(26,425.26)
Equity Attributable to Owner of the Company		1,65,193.89
Non Controlling Interest		66,489.48
Total Equity		2,31,683.36
LIABILITIES		
(1) Non-Current liabilities		
<i>(a) Financial Liabilities</i>		
(i) Borrowings	12	1,154.69
(ia) Lease Liabilities		
(ii) Trade Payables		
(A) Total outstanding dues of micro enterprises and small enterprises		
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		
(iii) Other Financial liabilities		
(b) Provisions	13	4,241.46
(d) Other non-current liabilities		
Total Non Current liabilities		5,396.15
(2) Current liabilities :		
<i>(a) Financial Liabilities</i>		
(i) Borrowings		
(ia) Lease Liabilities	14	44.25
(ii) Trade Payables		
(A) Total outstanding dues of micro enterprises and small enterprises		
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		
(iii) Other Financial liabilities		
(b) Other current liabilities	15	3,601.61
(c) Provisions	16	279.99
(d) Current Tax Liabilities	17	2,775.99
Total Current liabilities		12,643.63
Total Equity and Liabilities ::		2,49,723.14

see accompanying notes to the financial statements

1 - 29

In terms of our report of even date

FOR MEHTA AND MEHTA

sd/-

sd/-

Chartered Accountants

Pankaj Ramesh Samani

Ganesh Natarajan

Managing Director

Director

sd/-

DIN : 06799990

DIN : 00176393

CA NAMRATA MEHTA

Partner

sd/-

sd/-

Membership No. 444456

Chirag Jitendra Samani

Ebrahim Salfuddin Nimuchwala

Firm Registration No. 016513C

Chief Financial Officer

Company Secretary

Place : Udaipur

Date : 19th Day of September 2024

ACS : 60947

CINERAD COMMUNICATIONS LIMITED

(CIN : L92100WB1986PLC218825)

Restated Consolidated Statement of Profit and Loss for the period ended 31st March, 2024

(Amount in Rs.Thousands)

	Particulars	Note No.	As at 31.03.2024 (Rs.)
I	Revenue From operations	18	1,39,908
II	Other Income	19	11,504.58
III	Total Income (I+II)		1,51,412.38
IV	EXPENSES		
	Purchase of Traded goods		459.31
	Employee benefits expense	20	1,00,812.27
	Depreciation and amortization expenses	21	1,467.83
	Finance Cost		19.81
	Other expenses	22	62,374.02
	Total expenses (IV)		1,65,133.24
V	Profit/(loss) before exceptional items and tax (I - IV)		(13,720.86)
VI	Exceptional Items		-
VII	Profit/ (loss) before exceptions items and tax (V - VI)		(13,720.86)
	Income Tax expense:		
VIII	(1) Current tax	23	3,304.49
	(2) Deferred tax		(9,909.39)
IX	Profit/(Loss) for the period from continuing operations(VII - VIII)		(7,115.96)
X	Profit/ (loss) from discontinued operations		-
XI	Tax expenses of discontinued operations		-
XII	Profit/(loss) from Discontinued operations(after tax) (X - XI)		-
XIII	Profit/ (loss) for the period (IX + XII)		(7,115.96)
	Other Comprehensive Income		
	A. (i) Items that will not to be reclassified to profit or loss		989.42
XIV	(ii) Income tax relating to items that will not to be reclassified to profit or loss		-
	B. (i) Items that will be reclassified to profit or loss		-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-
XV	Total Comprehensive Income for the period Comprising Profit (Loss) and Other comprehensive Income for the period. (XIII + XIV)		(6,126.54)
	Net Profit attributable to:		
XVI	A) Owners of the company		(5,001.33)
	B) Non Controlling Interest		(1,125.22)
	Earnings per equity share (for continuing operation):		
XVI	(1) Basic	24	(0.37)
	(2) Diluted		(0.37)
	Earnings per equity share (for discontinued operation):		
XVII	(1) Basic		-
	(2) Diluted		-
	Earning per equity share (for discontinued & continuing operation)		
XVIII	(1) Basic		(0.37)
	(2) Diluted		(0.37)

See accompanying notes to the financial statements

1 - 29

In terms of our report of even date

FOR MEHTA AND MEHTA

sd/-

sd/-

Chartered Accountants

Pankaj Ramesh Samani

Ganesh Natarajan

Managing Director

Director

DIN : 06799990

DIN : 00176393

sd/-

CA NAMRATA MEHTA

sd/-

sd/-

Partner

Chirag Jitendra Samani

Ebrahim Saifuddin Nimuch

Membership No. 444456

Chief Financial Officer

Company Secretary

Firm Registration No. 016513C

Place : Udaipur

Date : 19th Day of September 2024

ACS : 60947

STATEMENT OF CHANGES IN EQUITY

CINERAD COMMUNICATIONS LIMITED

Restated Consolidated Statement of Changes in Equity for the period ended 31st March, 2024

10A. Equity Share Capital

	52,000.00
Balance as at 1 April 2021	
	-
Changes in equity share capital due to prior period errors	52,000.00
Restated balance as at 1 April 2023	

10B. Other Equity

	Share application on money pending allotment	Equity component of compound financial instrument	Reserve and Surplus					Items of OCI					Non-controlling interests	Total equity	
			Capital Reserve	Securities Premium Reserve	Bargain Purchase reserve	General Reserve	Retained Earning	Debt Instruments through Other Comprehensive Income	Fair Valuation for Equity Instrument through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating financial statements of foreign operation			Total attributable to the owners of the Company
Balance at the beginning of the current reporting period	-	-	10,500.00	39,788.29		-	(91,062.20)		-	-	-	-	-	-	(40,773.91)
Changes in accounting policy or prior period errors	-	-	-	-		-	-		-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period															
Total comprehensive Income for the current year	-	-				-	(5,001.33)		989.42	-	-	-	-	-	(4,011.91)

In terms of our report of even date

FOR MEHTA AND MEHTA
Chartered Accountants

sd/-
CA NAMRATA MEHTA
Partner
Membership No. 444456
Firm Registration No. 016513C

Place : Udaipur
Date : 19th Day of September 2024

sd/-
Pankaj Ramesh Samani
Managing Director
DIN : 06799990

sd/-
Chirag Jitendra Samani
Chief Financial Officer

For and on behalf of the Board

sd/-
Ganesh Natarajan
Director
DIN : 00176393

sd/-
Ebrahim Saifuddin Nimuchwala
Company Secretary
ACS : 60947

CINERAD COMMUNICATIONS LIMITED

(CIN : L92100WB1986PLC218825)

(Amount in Thousands)

NOTE - 2

Property , Plants and Equipment

Description	Gross Block			Depreciation				Net Block		
	As on	Addition	ion/ Adjust	As on	Upto	Additions	letions/ Adjustme	Upto	As on	As on
	01.04.2023			31.03.2024	31.03.2023			31.03.2024	31.03.2024	31.03.2024
Tangible Assets										
Computer	1,176.41	540.18	-	1,716.59	897.06	357.79	-	1,254.85	461.74	279.35
Office Equipment	976.00	76.26	674.19	378.07	809.27	87.88	674.19	222.96	155.11	166.73
Plant & Machinery	30,061.90	-	30,061.90	-	30,061.90	-	30,061.90	-	-	-
Furniture & Fixtures	336.86	-	36.44	300.42	250.87	11.49	36.44	225.92	74.50	85.99
Vehicles	14,438.41	-	-	14,438.41	192.52	965.20	-	1,157.72	13,280.69	14,245.89
Total	46,989.57	616.44	30,772.52	16,833.49	32,211.62	1,422.36	30,772.52	2,861.45	13,972.04	14,777.96
Intangible Assets										
Software's	2,830.50	83,000.00	2,830.50	83,000.00	2,830.50	45.48	2,830.50	45.48	82,954.52	-
Total	2,830.50	83,616.44	33,603.02	83,000.00	2,830.50	45.48	2,830.50	45.48	82,954.52	-

(Amounts in Thousands, unless otherwise stated)

Note 3 : Financial Assets

3(a) Investments - Non-Current

	31-Mar-24
Investment in Unquoted Equity Shares (Long Term, at cost, fully paid up)	-
Global Talent Track Private Limited (378,013 Equity Shares of Rs 10 each)	-
Itarium Technologies India Private Limited (5,500 Equity Shares of Rs 10 each)	-
Total (Equity Instruments)	-

3(b) Other Non Current Financial Assets

	31-Mar-24
(unsecured, considered good)	
Advances Given	
Security Deposit	3,076.28
Total Loans	3,076.28

Note 4 : Deferred Tax Assets / (Liabilities)

	31-Mar-24
<u>Deferred Tax Liabilities</u>	
Opening Balance	-
Add : Generated	-
Less : Reversed	-
Closing Balance	-
<u>Deferred Tax Asset</u>	
Opening Balance	30.42
Add : Generated	9,909.39
Less : Reversed	-
Closing Balance	9,939.81
Deferred tax Asset / (Liabilities) (Net)	9,939.81

Note 5 : Investments

	31-Mar-24
Investment in Mutual Funds	10,989.42
Total Other Non-Current Assets	10,989.42

Note 6 : Trade Receivables

	31-Mar-24
Secured, considered good	-
Unsecured, considered good	13,781.94
Total Other Non-Current Assets	13,781.94

Trade Receivable ageing schedule As on 31.03.2024

Particulars	Outstanding for following periods from date of Bill					Total
	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	
(i) Undisputed Trade receivables - consid	11,862.49	841.35	798.97	122.37	156.76	13,781.94
(ii) Undisputed Trade Receivables - consid	-	-	-	-	-	-
(iii) Disputed Trade Receivables- considere	-	-	-	-	-	-
(iv) Disputed Trade Receivables - consider	-	-	-	-	-	-
Less: Provision for doubtful receivable (Dis	-	-	-	-	-	-
Total	11,862.49	841.35	798.97	122.37	156.76	13,781.94

Note 7 : Cash and Cash Equivalents

	31-Mar-24
Balance with banks	
- in Current Account	(5,572.47)
- in Deposit Account	24,208.81
Cash in Hand	141.26
Total Cash and Cash Equivalents	18,777.59

Note 8 : Other Financial assets

	31-Mar-24
Security Deposit	4,625.00
Total Other Current Financial Asset	4,625.00

Note 9 : Current Tax Assets

	31-Mar-24
Tax Deducted at Source	12,519.73
Income Tax Paid Under Protest	600.00
Total Current Tax Asset	13,119.73

Note 10 : Other Current Assets

	31-Mar-24
Balances with Government Authorities	10,340.19
Accrued Interest	263.88
Advances to Suppliers	30,202.71
Advances to Employees	259.99
Advance to Related Parties	4,000.00
Prepaid Expenses	1,401.34
Other Current Assets	62.16
	46,530.26

Note 11 : Equity Share Capital and Other Equity.**11(a) Equity Share Capital***Authorised equity share capital :*

	31-Mar-24
4,00,00,000 Equity Shares of Rs 10 each	4,00,000.00
Total	4,00,000.00

Issued , Subscribed and Paid up

	31-Mar-24
1,91,61,915 Equity Shares of Rs 10 each fully paid up	1,91,619.15
Total	1,91,619.15

Terms and rights attached to equity shares :

The Company has only one class of equity share having par value of Rs. 10/- per share. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

(i) Details of shareholders holding more than 5% shares in the company

Particulars	31-Mar-24	
	No Of Sha	% Holding
(EQ. SH. OF RS 10/ EACH FULLY PAID UP)		
Ganesh Natarajan	49,85,130	26.02
Uma Ganesh Natarajan	12,52,285	6.54
Manoj Manohar Panvelkar	17,23,745	9.00
Nitin Neminath Patil	17,23,745	9.00
Basanta Kumar Swain	14,77,510	7.71
	-	-

ii)Details of Shareholding of Promoters

	% change	31-Mar-24	
		Number of Shares	% Holding
(EQ. SH. OF RS 10/ EACH FULLY PAID UP)			
Ganesh Natarajan		49,85,130	26.02
Uma Ganesh Natarajan		12,52,285	6.54
Manoj Manohar Panvelkar		17,23,745	9.00
Nitin Neminath Patil		17,23,745	9.00
Basanta Kumar Swain		14,77,510	7.71
Pankaj Ramesh Samani		9,00,000	4.70
Kaushal Uttam Shah		5,59,771	2.92
Gpatwardhan Services Private Limited		9,00,000	4.70
		-	-

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares.

11(b) Reserves and Surplus

	31-Mar-24
Capital Reserve	10,500.00
Securities Premium	39,788.29
Bargain Purchase Reserve	14,160.67
Retained Earnings	(90,874.22)
Total Reserves and Surplus	(26,425.26)

(i) Capital Reserve

	31-Mar-24
Opening Balance	10,500.00
Add : Addition During the year	
Closing Balance	10,500.00

(ii) Securities Premium

	31-Mar-24
Opening Balance	39,788.29
Add : Addition During the year	-
Closing Balance	39,788.29

(ii) Bargain Purchase Reserve

	31-Mar-24
Opening Balance	-
Add : Addition During the year	14,160.67
Closing Balance	14,160.67

(iv) Retained Earnings

	31-Mar-24
Opening Balance	(91,062.20)
Net Profit / (Loss) for the period	(5,001.33)
Addition due to business combination	5,189.31
Closing Balance	(90,874.22)

Note 12 : Non Current Borrowings.

	31-Mar-24
Borrowings from Related Parties	1,154.69
Total Non Current Borrowings	1,154.69

Note 13 : Non Current Provisions

	31-Mar-24
Provision for gratuity	3,518.20
Provision for leave encashment	723.26
Total Non Current Provisions	4,241.46

Note 14 : Trade Payables

	31-Mar-24
Total outstanding dues of micro enterprises and small enterprises	44.25
Total outstanding dues of creditors other than micro enterprises and small en	5,941.79
Total Non Current Provisions	5,986.03

Trade Payables ageing schedule As on 31.03.2024

Particulars	Outstanding for following periods from date of Billing				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	17.78	-	-	-	17.78
(ii) Disputed dues - MSME	-	10.86	-	15.60	26.47
(iii) Others	5,254.14	10.90	266.99	409.76	5,941.79
(iv) Disputed dues - Others	-	-	-	-	-
Total	5,271.92	21.76	266.99	425.36	5,986.03

Note 15 : Other Current Liabilities.

	31-Mar-24
Payable to	171.87
Employees Statutory	2,791.14
Dues	417.16
Employee Statutory Liability	221.44
Other Payable	-
Total Other Current Liabilities	3,601.61

Note 16 : Provisions

	31-Mar-24
Provision for gratuity	187.42
Provision for leave encashment	92.57
Total Non Current Provisions	279.99

Note 17 : Current Tax Liabilities.

	31-Mar-24
Income Tax Payable	2,775.99
Total Other Current Liabilities	2,775.99

Note 18 : Income from Operations

	31-Mar-24
Income from education support services	52,271.28
Product and Service Sale	87,636.52
Total Other Income	1,39,907.80

Note 19 : Other Income.

	31-Mar-24
Interest on Deposit	1,022.02
Interest on Income Tax	1,207.85
Refund Profit and Sale of	6,604.19
Investments Credit balances	2,651.18
written back Other Income	19.34
Total Other Income	11,504.58

Note 20 : Employee Benefit Expenses

	31-Mar-24
Salaries, wages and bonus (Including gratuity and compensated absences) Contribution to provident and other funds	97,471.94
Staff welfare	302.31
Total Employee Benefit Expenses	1,00,812.27

Note 21: Depreciation and Amortisation Expenses

Particulars	31-Mar-24
Depreciation on property, plant and equipment	1,422.35
Amortisation of intangibles asset	45.48
Total Depreciation and Amortisation Expenses	1,467.83

Note 22 : Other Expenses

	31-Mar-24
Advertisement Expenses	133.43
Audit Fees (Statutory) - See Note 12(a)	241.30
BSE Penalty	12.98
Membership and subscription charges	1,326.17
Demat expenses	1.19
Depository Expenses	93.61
E-voting Charges	21.52
Filing Fees	380.00
Faculty fees and training expenses	11,650.98
Legal & Professional Charges	32,013.71
Repairs & Maintenance	88.12
BSE Approval and listing fees	737.50
FILM	11.80
Office Expenses	2,749.32
Communication charges	307.09
Printing & Stationery	542.35
Rent, Rates & Taxes	8,023.82
Other General Expenses	86.10
Software Charges	277.26
Travelling & Conveyance	1,356.33
Transfer Agent Fees	29.62
Interest on delayed payments	36.78
Electricity Expenses	157.83
Insurance Expenses	402.98
Website & Domain Expenses	99.07
Exchange fluctuation losses	233.93
Balances Written off	1,359.21
Total Other Expenses	62,374.02

12(a) : Details of Payment to Auditors

	31-Mar-24
Payment to Auditors	
<i>As Auditors:</i>	
Audit Fees	241.30
Total Payment to Auditors	241.30

Note 23 : Income Tax Expenses

	31-Mar-24
(a) Income Tax Expenses	
<i>Current Tax</i>	
Current tax on profit for the year	2,119.31
Adjustments for current tax of prior periods	1,185.18
Total Current Tax Expenses	3,304.49
<i>Deferred Tax</i>	
Decrease (Increase) in deferred tax assets	-9,909.39
(Decrease) Increase in deferred tax liabilities	-
Total deferred tax expenses (benefit)	(9,909.39)
Income Tax Expenses	(6,604.90)
Income tax expenses is attributable to :	
Profit from continuing operations	(6,604.90)
Profit from discontinuing operations	-
	(6,604.90)

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

	31-Mar-24
Profit from continuing operations before income tax	(13,720.86)
Profit from discontinuing operation before income tax	-
Total Profit before tax	(13,720.86)
Tax at the Indian tax rate	26%
Computed Tax Expense	-
Tax effect of:	
Loss of earlier year	-
Current Tax Provision (A)	-
Differential Deferred Tax Assets on account of Property, Plant and Equipments and Intangible Assets	(9,909.39)
Differential Deferred Tax Assets on account of other items	-
Deferred Tax Provision (B)	(9,909.39)
Income tax expense (A+B)	(9,909.39)

Note 24: Earning Per Share.

	31-Mar-24
Net Profit after tax as per Statement of Profit and Loss (A)	(7,115.96)
Weighted Average number of equity shares outstanding for Basic EPS(B)	1,91,61,915
Weighted Average number of equity shares outstanding for Diluted EPS©	1,91,61,915
Basic Earnings per share (Rs)[A/B]	(0.37)
Diluted Earnings per share (Rs)[A/C]	(0.37)
Face value per equity share (Rs)	10.00

Note 25: Fair value measurements Hierarchy**(Amount in Thousands)****Financial instruments by category**

Particulars	As at 31st March, 2024			
	Carrying Amount	Levels of Input used in Fair valuation		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Cash and Cash Equivalants	18,777.59	18,777.59	-	-
Security Deposits	4,625.00	4,625.00	-	-
At Fair Value Through Other Comprehensive Income				

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Note No

26 Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

27 Payments to Auditors

Auditors Remuneration	2023-24
Audit Fees	241.30
Total	241.30

28 Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.

29 Disclosure pursuant to IND AS - 19 'Employee Benefits'

Defined Benefit Plan:

The following are the types of defined benefit plans:

a **Gratuity Plan**

15 days salary for every completed year of service. Vesting period is 5 years and payment is restricted to Rs. 20 lacs. The present value of defined obligation and related current cost are measured using the Projected Credit Method with actuarial valuation being carried out at

b **Risk Exposure**

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rates Risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase. Thus the plan exposes the Company to the risk of fall in interest rates. Some times, the fall can be permanent, due to a paradigm shift in interest rate scenarios because of economic or fiscal reasons. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements). Even for funded schemes, a paradigm downward shift in bond yields may affect the reinvestment yields and may increase ultimate costs.
Salary Inflation Risk	The present value of the defined benefit plan is calculated with the assumption of salary escalation rate (SER), which is applied to find the salary of plan participants in future, at the time of separation Higher than expected increases in salary will increase the defined benefit obligation and will have an exponential effect.
Demographic Risk	Demographic assumptions are required to assess the timing and probability of a payment taking place. This is the risk of volatility of results due to unexpected nature of decrements that include mortality, attrition, disability and retirement. The effects of this decrement on the DBO depend upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short serving employees will be less compared to long service employees.
Actuarial Risk	It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons: Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected. Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate. Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.
Liquidity Risk	Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cash flows.
Asset Liability Mismatch:	This will come into play unless the funds are invested with a term of the assets replicating the term of the liability.
Investment Risk:	For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.
Market Risk:	Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.
Legislative Risk/Regulatory Risk:	Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation. The new labour code is a case in point. And the same will have to be recognized immediately in the year when any such amendment is effective.

30 **Contingent Liabilities and Commitments**

Claims against the company not acknowledged as debts:

A demand of ₹2,41,991/- has been raised against the Company by the Income Tax Department for Asst Year 2007-08 vide order u/s 143(1) on 06.02.2009. The Company has disputed the same by preferring an appeal before the ITAT - Mumbai. The Appeal is still pending. As per Income Tax Dept, demand of ₹68,541/- is

31 No proceedings have been initiated or is pending against the Company fold holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder

32 The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.

33 The Company does not have any transactions with companies struck off under section 248 of the companies Act, 2013 as on the Balance Sheet date

34 To the best of the knowledge and belief of the management, as on the date of balance sheet, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the

35 The Company does not have any transactions not recorded in books of accounts that has been surrendered or disclosed as income during the year and previous year in the tax assessments under the Income Tax Act, 1961.

36 The Company has not traded or invested in any crypto currency or virtual currency during the year and previous year.

37 There has been no fraud by the Company or on the Company during the year and previous year.

In terms of our report of even date
FOR MEHTA AND MEHTA
Chartered Accountants

sd/-
CA NAMRATA MEHTA
Partner
Membership No. 444456
Firm Registration No. 016513C

Place :Udaipur
Date : 19th Day of September 2024

For and on behalf of the Board

sd/-
Pankaj Ramesh Samani
Managing Director
DIN : 06799990

sd/-
Ganesh Natarajan
Director
DIN : 00176393

sd/-
Chirag Jitendra Samani
Chief Financial Officer

sd/-
Ebrahim Saifuddin Nimuchwala
Company Secretary
ACS : 60947

CINERAD COMMUNICATIONS LIMITED

.(CIN : L92100WB1986PLC218825.)

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Amount in Thousands)

38 Related Party disclosure as identified by the company and relied upon by the auditors

A Related Parties and their Relationship

(i) Key Management Personnel

1	Vinita Daga	Managing Director
	Sneh Gupta	Company Secretary
2	Dilip Kumar Hela	Chief Financial Officer
	Priti Jain	Company Secretary
3	Ebrahim Nimuchwala	Chief Financial Officer

4

5

Note : Mrs. Vinita Daga ceased to be a director w.e.f. 13th March, 2024

Mr. Dilip Kumar Hela was ceased s Chief Financial Officer on w.e.f. 13th March, 2024
Mrs. Sneh Gupta was resigned as Company Secretary w.e.f. 14th August, 2023

Mr. Ebrahim Nimuchwala was appointed as Company Secretary w.e.f. 13th March, 2024
Mrs. Priti Jain was resigned as Company Secretary w.e.f. 13th March, 2024

(ii) Relative of Key Management Personnel (having transactions with the company) : Not Applicable

(iii) Enterprises owned or significantly influenced by Key Management personnel or their relatives : Not Applicable

(iv) Transactions with Related parties

Particulars	KMP
	2023-24
Remuneration paid to Directors	
Vinita Daga	330.00
Salaries paid to Relatives of Key Managerial Personnel	
Sneh Gupta	75.00
Dilip Kumar Hela	110.00
Priti Jain	75.66
Ebrahim Nimuchwala	58.84

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Amount in Thousands)

(v) Outstanding Balances

Particulars	KMP
	2023-24
Remuneration/Salary Payable	
Sneh Gupta	-
Dilip Kumar Hela	-
Priti Jain	-
Ebrahim Nimuchwala	58.84

39 **Ratio Analysis**

Ratio	Numerator	Denominator	Current Period 2023-24
Current ratio (in times)	Total current assets	Total current liabilities	8.53
Debt-equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total Equity	0.00
Debt service coverage ratio (in times)	Earning for Debt Service= Net Profit before taxes+ Non cash operating expenses+ Interest+Other non cash adjustments	Debt service = Interest payments+Principal repayments	(617.60)
Return on equity ratio(in %)	Profit for the year less Preference dividend (if any)	Average total equity	-3.07%
Inventory turnover ratio (in times)	Revenue from operations	Average Inventory	NA
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	10.15
Trade payables turnover ratio (in times)	Cost of Purchases*	Average trade payables	-
Net Capital turnover ratio (in times)	Revenue from operations	Average working capital(i.e. Total current assets less total current liabilities)	1.47
Net profit ratio (in %)	Profit for the year	Revenue from operations	-0.031
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities+ Deferred tax liabilities+ Total Borrowings	-5.64%
Return on Investments (in %)	Income generated from invested funds	Average invested funds treasury in investments	60%

40 **Reconciliation between Audited and Restated Profit after Tax**

Particulars	Year Ending March 31, 2024
Audited Profit after Tax	(6,126.54)

Restatement Adjustment	
- Audit Qualifications	
- Prior Period Adjustments	
- Regroupings	
Total Adjustments	-
Restated Profit After Tax	(6,126.54)

41 Reconciliation between Audited Equity and Restated Equity

Particulars	Year Ending March 31, 2024
Audited Equity	(26,425.26)
Restatement Adjustments	
- Audit Qualifications	
- Prior Period Adjustments	
- Regroupings	
Total Adjustments	-
Restated Equity	-26,425.26

The company has purchased 60% shares of Global Talent Track Private Limited on March 13, 2024 and 55% shares of Itarium

42 Technologies India Private Limited on March 13, 2024. This being the first year for applicability for preparation of consolidated financial statements previous year comparative figures are not provided.

In terms of our report of even date
FOR MEHTA AND MEHTA
Chartered Accountants

sd/-
CA NAMRATA MEHTA
Partner
Membership No. 444456
Firm Registration No. 016513C

Place : Udaipur
Date : 19th Day of September 2024
UDIN :

For and on behalf of Board of Directors

sd/-
Pankaj Ramesh Samani
DIRECTOR
DIN : 06799990

sd/-
Chirag Jitendra Samani
Chief Financial Officer

sd/-
Ganesh Natarajan
DIRECTOR
DIN : 00176393

sd/-
Ebrahim Saifuddin Nimuchwala
Company Secretary
ACS : 60947

43 Additional information required under Schedule III of the act of enterprise consolidated as subsidiary company

Particulars	Share In assets i.e total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Assets	Amount
Parent								
Cinerad Communication Limited	29.7%	68,737.71	39.9%	-2,444.93		-	39.9%	-2,444.93
Subsidiary Incorporated In India								
Global Talent Track Private Limited	59.0%	1,36,721.39	173.5%	-10,630.23		-	173.5%	-10,630.23
Itarium Technologies India Private Limited	11.3%	26,224.27	-97.3%	5,959.20		-	-97.3%	5,959.20
Total	100.0%	2,31,683.37	116.1%	-7,115.96	0.0%	-	116.1%	-7,115.96

1. General Informaion

The restated consolidated financial statements comprise financials statements of Cinerad Communication Limited (the Holding Company) and its subsidiaries (collectively the Group) for the period ended March 31, 2023 that had been previously prepared and audited as per the requirements of the Companies Act 2013 and now restated as per the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“the SEBI ICDR Regulations) issued by the Securities and Exchange Board of India (“SEBI”) on September 11, 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992 and Guidance note on reports in Company Prospectus (Revised 2019) (“Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”).

The Holding Company is a company domiciled in India with its registered office situated at 80 Burtolla Street, Barabazar, Kolkata, West Bengal 700007. The holding company was incorporated in the year 1986 vide Company Incorporation No. L62099WB1986PLC218825 & engaged in the production of advertising and promotional films, documentaries and feature films. The company has added to its main business for providing comprehensive IT services which includes developing software and its implementation and maintenance to various verticals and also providing training programmes and workshop on data analytics and computer technologies.

The Restated consolidated financial Statements are authorised for issue In accordance with the resolution of the Directors on August 31, 2024.

2. Significant Accounting Policies.

Significant Accounting policies adopted by the group are as under

2.1 Basis of preparation of Financial statements

a. Statement of Compliance with IND AS

The Restated Consolidated financial Statements of the group comprise of (i) The restated Consolidated balance sheet as at March 31, 2024, the restated Consolidated statement of profit and loss (including other comprehensive income), the restated Consolidated statement of changes in equity and the restated Consolidated statement of cash flows for the year ended March 31, 2024 and the statement of significant accounting policies and other explanatory information relating to such financial periods; and (ii) The restated standalone balance sheet as at March 31, 2024, the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity and the restated standalone statement of cash flows for the year ended March 31, 2024 and the statement of significant accounting policies and other explanatory information relating to the year ended March 31, 2024 (together referred to as

CINERAD COMMUNICATIONS LIMITED

(COMPANIES ACT CAP 496:01)

Notes to Restated Consolidated
'Restated Financial Statements').

The Restated Consolidated financial Statements have been prepared on going concern basis. The accounting policies are applied consistently to all the periods presented in the

CINERAD COMMUNICATIONS LIMITED

(COMPANY NUMBER: 66110310000)

Notes to Restated Consolidated

Restated Consolidated Financial Statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

The Restated Consolidated financial Statements have been prepared for inclusion in the Offer document to be filed by the company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed rights issue of warrants, in accordance with the requirements of:

- a. Section 26 of part I of Chapter III of the Companies Act 2013;
- b. Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 issued by the Securities and Exchange Board of India ("SEBI") as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and
- c. Guidance note on Reports in Company prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ('ICAI')

The Restated Consolidated Financial statements has been compiled by the group from

- Audited consolidated financial statements of the Group as at the and for the year ended March 31, 2024 and Audited standalone financial statements as at the and for the year ended March 31, 2024 prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India and
 - There was no change in accounting policies during the year / period of this financial statements.
 - There were no material amounts which have been adjusted for in arriving at the profits of the respective periods; and
 - There were no material adjustments for the reclassification of the corresponding items of Income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited consolidated financials statements of the group as at and for the year ended March 31, 2024 and the requirements of the SEBI Regulations.

b. Basis of Measurement

The restated consolidated financial statements have been prepared on accrual basis and under historical cost convention, except for certain financial assets and liabilities which are measured at fair value.

The functional and presentation currency of the company in Indian Rupee (INR) which is the currency of the primary economic environment in which the company operates.

All amounts disclosed in the Restated Consolidated Financial Statements and notes have been rounded off to the nearest thousands with two decimals unless otherwise stated. Transactions and balances with values below the rounding off norm adopted by the group have been reflected as "0" in the relevant notes to Restated consolidated financial statements.

Notes to Restated Consolidated

c. Basis of Consolidation

Where the Company has control over an investee, it is classified as a subsidiary. The company controls an investee if all the three of the following elements are present: power over the investee, exposure to the variable returns from the investee and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstance indicate that there may be a change in any of these elements of control.

The Restated Consolidated Financial Statements represent the results of Cinerad Communications Limited and its subsidiaries as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

Subsidiaries considered in the Restated Consolidated Financial Statements

Name of Company	Country of Incorporation	Ownership Interest in% (Direct) As on March 31, 2024
Global Talent Track Private Limited	India	60%
Itarium Technologies India Private Limited	India	55%

a. Use of Estimates

The preparation of Restated Consolidated financial statements in conformity with IND AS requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance sheet date, reported amount of revenue and expenditure for the year and disclosures of contingent liabilities as at the balance sheet date. The estimates and assumptions used in the accompanying restated financial statements are based upon the Managements' evaluation of the relevant facts and circumstances as at the date of the Restated Consolidated Financial Statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a year basis. Revision to accounting estimates, if any, are recognised in the year in which the estimates are revised and in any future years affected.

2.2 Summary of Significant accounting policies.

a. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, value added taxes, goods and service tax (GST) and amounts collected on behalf of third parties. Income & Expenditures are

CINERAD COMMUNICATIONS LIMITED

(INCORPORATED IN THE REPUBLIC OF SOUTH AFRICA)

Notes to Restated Consolidated
accounted for on accrual basis.

b. Governments Grants.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended

to compensate and presented within other income. Moreover, during the year the company did not received any grants from the Governments.

c. Income tax.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax assets / liabilities on timing difference, being the difference between taxable income and accounting income that originated in one period and are capable of reversal in one or more subsequent periods.

d. Impairment of Assets.

The carrying amounts of assets are reviewed at each balance sheet date to determine whether 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 receive after impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

e. Cash and cash equivalents.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

f. Property, Plant and Equipment.

Subsequent costs are included in the asset's 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 group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the

CINERAD COMMUNICATIONS LIMITED

(INCORPORATED IN HONG KONG)

Notes to Restated Consolidated

carrying value of its property, plant and equipment recognised as at 1 April 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

g. Depreciation methods, estimated useful lives and residual value.

Depreciation is calculated using the W.D.V. method to allocate their cost, net of their residual values, over their estimated useful lives. Depreciation on fixed

CINERAD COMMUNICATIONS LIMITED

(COMPANIES ACT 2013)

Notes to Restated Consolidated

assets added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / disposal. In a case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

Particulars	Useful Life
Machinery	10-15 Years
Furniture Fitting and Equipment	03-05 years
Software	03-05 years

The useful lives have been determined based on technical evaluation done by the management's expert which are not higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

h. Borrowings.

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

i. Borrowing Cost.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for

CINERAD COMMUNICATIONS LIMITED

(CINERAD COMMUNICATIONS LIMITED)

Notes to Restated Consolidated

its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Notes to Restated Consolidated

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

j. Provisions.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

k. Employee benefits.

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The company has complied the revised Accounting standard-15 "Employee Benefits" notified under the Companies (Accounting Standards) Rules, 2006. There is no present obligation of any post employment benefit including gratuity during the year. Therefore no actuarial gain or loss arose at the end of the year.

(iii) Bonus, Medical, gratuity & Other obligations.

No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the payment of gratuity act.

No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.

Share-based compensation benefits are not provided to employees via the Value Ind AS Employee Option Plan and share-appreciation rights.

Termination benefits are payable when employment is terminated by the group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The group recognises termination benefits at the earlier of the following dates:

(a) when the group can no longer withdraw the offer of those benefits; and

(b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits.

In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

l. Dividends.

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

m. Earnings per share.

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company.
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Management Discussion and Analysis of Financial Position and Results of Operations

Management's Discussion And Analysis Of Financial Condition And Results Of Operations:

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Statements as of and for the year ended March 31, 2024, prepared in accordance with the Companies Act and Ind AS, including the schedules, annexures and notes thereto and the reports thereon, included in the section titled "Financial Statements" on page 108 of this Letter of Offer. Unless otherwise stated, the financial information used in this chapter is derived from the Restated Consolidated Financial Statements of our Company.

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 set forth in the sections titled “Risk Factors” and “Forward-Looking Statements” on page 20 and on page 18 respectively, of this Draft Letter of Offer.

Our financial year ends on March 31 of each year; so all references to a particular “Financial year” and “Fiscal” are to the twelve (12) month period ended March 31 of that financial year. References to the “Company”, “we”, “us” and “our” in this chapter refer to on page 5, as applicable in the relevant period unless otherwise stated.

Significant Factors Affecting Our Business, Financial Condition And Results Of Operations:

Our business, financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled ‘Risk Factors’ on page 25. The following are certain factors that had, and we expect will continue to have, a significant effect on our business, financial condition and results of operations:

Our continued growth in the United States and Australian markets

The Indian market has historically been our single largest market. In Fiscals 2024, 2023 and 2022, our customers located in India contributed 70% and overseas contributed 30% of our revenue, respectively.

Our continued business growth and financial performance will depend on our ability to continue to grow our customer base in the United States and Asian markets. The concentration of our revenues from operations in thIndia our exposure to adverse developments related to competition, as well as economic, political, regulatory and other changes. Any such adverse development that affects the overall economy of may have a material adverse effect on our business, financial condition and results of operations.

Our ability to partner with product developers in accordance with evolving customer needs

The requirements of our customers vary across a range of industries, geographies and service or technical requirements. To service and grow our relationships with our existing customers and to win new customers, we must be able to provide them with products that address their requirements, to anticipate and understand trends in their relevant markets and to continually address their requirements as those requirements change and evolve. In this regard, we believe that our strong relationships, our workforce and our have enabled us to expand the range of our offerings to customers and improve the delivery of our software platform and services.

If we are able to anticipate and respond to our customer’s requirements on a timely and cost-efficient basis, we would expect to receive repeat business from existing customers. Conversely, if we are unable to provide innovative services to our customers, either at all or at an acceptable price, or if our customers are dissatisfied with our work for any other reason, it would have an adverse effect on our revenues and our profits.

Expansion of customer base and new sales to existing customers

Customer relationships are the core of our business. We had an average count of active customers of [·13], [10·] and [12·] as of March 31, 2024, 2023, and 2022, respectively. Our ability to grow our customer base is affected by the pace at which organisations digitally transform. We believe the degree to which prospective customers recognise the need for our offerings to maximise their business process would lead to a higher budget allocation by such prospective customers for engaging our services. This will drive our ability to acquire new customers and increase sales to existing customers, which in turn, will affect our future financial performance.

We believe we have a substantial opportunity to grow our customer base. We have invested, and intend to continue to invest, in order to drive sales to new customers. In particular, we have made, and plan to continue to make,

investments to enhance the expertise of our sales and marketing organisation within our key focus industries of Industrial/Manufacturing, Retail, BFSI and Edutech

Our ability to increase sales to existing customers will depend on several factors, including the size of our sales force and professional services teams, customers' level of satisfaction with our services and professional services, pricing, economic conditions and our customers' overall budget and spending levels. We believe that our ability to establish and strengthen customer relationships and expand the scope of our products and services will be an important factor in our future growth and our ability to continue increasing our profitability.

Recruitment, retention and management of IT professionals

Our ability to recruit, retain and manage our IT professionals will have an effect on our gross profit margin and our results of operations. Our IT professional headcount was [·] as of March 31, 2024, [·] as of March 31, 2023, and [·] as of March 31, 2022. We manage employee headcount and utilisation based on ongoing assessments of our project pipeline and requirements for professional capabilities. An unanticipated termination of a significant project could cause us to experience lower employee utilisation resulting from a higher-than-expected number of idle IT professionals. Our ability to effectively utilise our employees is typically improved by longer-term client relationships due to increased predictability of client needs over the course of the relationships.

Our success depends in large part of our ability to attract, retain and train our employees, in particular highly skilled engineering professionals.

Our employee benefits consist of salaries, wages and bonuses, contribution to provident fund and other funds, compensated absences, gratuity and staff welfare. Salaries and wages in India, including in the services industry, have historically been lower than those in the United States, Europe and other developed economies. However, if these costs in India continue to increase at a rate faster than in the United

Other than the above, the following factors may also affect our operation:

- Our dependence on our key personnel, including our Directors and senior management
- Our ability to successfully implement our business strategy and plans

SIGNIFICANT ACCOUNTING POLICIES

For Significant Accounting Policies kindly refer to “Note 1 of the Restated Financial Statement” on page 108 of this Draft Letter of Offer.

The accounting policies have been applied consistently to the periods presented in the Restated Consolidated Financial Statements.

CHANGE IN ACCOUNTING POLICIES

There has been no change in accounting policies during the Financial Years 2024, 2023, and 2022.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS/OTHER OBSERVATIONS IN CARO

The following is the summary of qualifications/reservations/emphasis of matters/adverse remarks/other observations in CARO (as applicable) in the Restated Financial Statements for Financial Year 2024, 2023, and 2022:

Period	Type of Financials	Qualifications/Reservations/Matter of Emphasis/Adverse Remarks/Other Observations in CARO	Impact on the Financial Statements of the Company
		None	

PRINCIPLE COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Revenue

Our revenue comprises of:

Revenue from operations

Revenue from operations comprises revenue from Income from sales of products and Services.

Other income

Other income primarily comprises Interest on Fixed Deposit , Interest income from bank deposits, Interest on income tax refund, Credit balances written back, Other non operating income, Discount Received

Expenses

Our expenses primarily comprise employee benefit expenses, finance costs, & other expenses.

Employee benefit expenses

Employee benefit expenses include Salary, PF Employer's Contribution, Staff Welfare, Directors Remuneration

Finance costs

Finance costs include bank Charges and Interest paid.

Other expenses

Operating & other expenses primarily include Advertisement Expenses, Audit Fees, BSE Penalty, Certification Fees, Demat expenses, Depository Expenses, E-voting Charges, Filing Fees, Internal Audit Fees, Legal & Professional Charges, Listing Fees, BSE In Principle Approval, FILM, Miscellaneous Expenses, Postage & Telegram, Printing & Stationery, Rent, Rates & Taxes, Scrutinizer Report, Secretarial Audit Fees, Travelling & Conveyance, Transfer Agent Fees, Interest on Professional Tax and TDS, Income Tax Application Fees, Website Expenses, Write off Expenses.

Tax expenses

Tax expenses include current tax and deferred tax expenses.

Results of our Operations

The following table sets forth certain information with respect to our results of operations for the periods indicated:
(₹ In Thousands)

Particulars	Consolidated March 2024	% of Total Revenue	For the Year Ended on March 2024	% of total Revenue	For the year Ended 31st March, 2023	% of total Revenue	For the year ended 31st March, 2022	% of total Revenue
Revenue from Operation	1,39,907.80	92.40%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Other Income	11,504.58	7.60%	609.36	100.00%	496.19	100.00%	569.73	100.00%
Total Income	1,51,412.38	100.00%	609.36	100.00%	496.19	100.00%	569.73	100.00%
Cost of Materials Consumed	459.31	0.30%	-	0.00%	-	0.00%	-	0.00%
Employee Benefit Expenses	1,00,812.27	66.58%	649.50	106.59%	660.00	133.01%	660.00	115.84%
Other Expense	62,374.02	41.19%	1729.97	283.90%	820.74	165.41%	668.48	117.33%
EBITDA	(12,233.22)	-8.08%	(1,770.10)	-290.48%	(984.55)	-198.42%	(758.74)	-133.18%
Finance Cost	19.81	0.01%	18.14	2.98%	-	0.00%	10.82	1.90%
Depreciation and Amortisation	1,467.83	0.97%	-	0.00%	-	0.00%	-	0.00%
Total Expense	1,65,133.24	109.06%	2,397.61	393.46%	1,480.74	298.42%	1,339.29	235.07%
Profit before exceptional items and tax	(13,720.86)	-9.06%	(1,788.25)	-293.46%	(984.55)	-198.42%	(769.56)	-135.07%
Exceptional Item	-	0.00%	-	0.00%	-	0.00%	-	0.00%

Profit before tax	(13,720.86)	-9.07%	(1,788.25)	-293.46%	(959.55)	-193.39%	(769.56)	-135.07%
Tax Expense	(6,604.90)	-4.36%	656.68	107.76%	44.03	8.87%	17.15	3.01%
Current Tax	3,304.49	2.18%	656.68	107.76%	-	0.00%	-	0.00%
Short/ (excess) provision for tax relating to prior years	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Deferred Tax	(9,909.39)	-6.54%	-	0.00%	44.03	8.87%	17.15	3.01%
Tax Adjustment of previous year	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Profit/(Loss) for the period	(7,115.96)	-4.70%	(2,444.93)	-401.23%	(1,028.58)	-207.30%	(786.71)	-138.08%

Financial Year 2024 on Consolidated Basis

Total Revenue

Our total revenue for the Financial Year 2024 on Consolidated basis was ₹ 1,51,412.38 Thousands representing 100% of total Revenue.

Revenue from Operations

Our revenue from operations for the Financial Year 2024 on Consolidated basis, was ₹ 1,39,907.80 thousands representing 92.40% of Total Revenue.

Other Income

Other income for the Financial Year 2024 on Consolidated basis, was ₹ 11,504.58 thousands representing 7.60% of Total Revenue.

Expenses

Our total expenditure for the Financial Year 2024 on Consolidated basis, was ₹ 1,65,133.24 thousands representing 109.06% of Total Revenue. Total expenditure comprises of:

Cost of Material Consumed

The cost of material consumed for the Financial Year 2024 on Consolidated basis, was ₹ 459.31 thousands representing 0.30% of total revenue.

Employee benefit expenses

Employee benefit expense for the Financial Year 2024 on Consolidated basis was ₹ 1,00,812.27 thousands representing 66.58% of Total Revenue.

Finance cost

Finance cost for the Financial Year 2024 on Consolidated basis was ₹ 19.81 thousands representing 0.01% of Total revenue.

Depreciation and amortization expenses

Depreciation and amortization expenses for the Financial Year 2024 on Consolidated basis was ₹ 1,467.83 thousands representing 0.97% of Total revenue.

Other expenses

Other expenses for the Financial Year 2024 on Consolidated basis, was ₹ 62,374.02 thousands representing 41.19% of Total Revenue.

Profit/(loss) before Tax

The profit/(loss) before tax for the Financial Year 2024 on Consolidated basis was ₹ (13,720.86) thousands representing 9.06% of total revenue.

Tax expenses

Total tax expense/(savings) for the Financial Year 2024 on Consolidated basis was ₹ (6,604.90) thousands representing 4.36% of total revenue

Profit/(Loss) after tax for the period

In light of above discussion, the profit/(Loss) after tax for the Financial Year 2024 on Consolidated basis, was ₹ (7,115.96) thousands representing 4.70% of total revenue.

Financial Year 2024 compared to Financial Year 2023

Total Revenue

Our total revenue for the financial year 2024, was ₹609.36 Thousands as compared to ₹496.19 thousands for the financial year 2023, representing an increase of 22.81% Total revenue comprises of:

Other Income

Other income for the financial year 2024, was ₹ 609.36 Thousands as compared to ₹496.19 Thousands for the financial year 2023, representing an increase of 22.81% The increase in other income was primarily due to increase in interest income.

Expenses

Our total expenditure for the financial year 2024, was ₹ 2,397.61 Thousands as compared to ₹ 1,480.74 Thousands for the financial year 2023, representing a increase of 61.92% Total expenditure comprises of:

Employee benefit expenses

Employee benefit expense for the financial year 2024, was ₹649.50 thousands lakhs as compared to ₹660 thousands for the financial year 2023, representing a decrease of 1.59%%. This decrease was primarily due to decrease in director's remuneration.

Finance cost

Finance cost for the financial year 2024, was ₹18.14 Thousands as compared to Nil for the financial year 2023, representing an increase of 100%.

Other expenses

Other expenses for the financial year 2024, was ₹1729.97 Thousands as compared to ₹820.74 Thousands for the financial year 2023, representing a increase of 110.78% This increase was primarily due to advertisement expense, statutory audit fees, BSE penalty, Certification Fees , Demat expenses, Depository Expenses, E-voting Charges, Filing Fees, Internal Audit Fees, Legal & Professional Charges, Listing Fees, BSE IN Principle Approval, FILM, Miscellaneous Expenses, Postage & Telegram, Printing & Stationery, Rent, Rates & Taxes, Scrutnizer Report, Secretarial Audit Fees, Travelling & Conveyance, Transfer Agent Fees, Interest on Professional Tax and TDS, Income Tax Application Fees, Website Expenses.

Profit/(loss) before Tax

The profit/(loss) before tax for the financial year 2024, was ₹ (1,788.25) Thousands as compared to ₹ (984.55) Thousands for the financial year 2023. This increase in loss before tax was primarily due to increase in other expenses.

Tax expenses

Total tax expense/(savings) for the financial year 2024, was ₹ 656.68 thousands lakhs as compared to ₹ 44.03 thousands for the financial year 2023. The increase was on account of Current Tax & Deferred Tax.

Net Profit/(Loss) for the period

The profit/(loss) for the financial year 2024 was ₹ (2,444.93) Thousands as compared to ₹ (1,028.58) thousands for the financial year 2023. The increase in loss is primarily due to increase in Other Expenses.

Financial Year 2023 compared to Financial Year 2022

Total Revenue

Our total revenue for the Financial Year 2023 was ₹ 496.19 Thousands as compared to ₹ 569.73 Thousands for the Financial Year 2022, representing a decrease of 12.91%. Total revenue comprises of other income.

Other income

Other income for the Financial Year 2023 was ₹ 496.19 thousands as compared to ₹569.73 thousands for the Financial Year 2022, representing a decrease of 12.91%. The decrease in other income was primarily on account of decrease in interest received on fixed deposits.

Expenses

Our total expenditure for the Financial Year 2023 was ₹ 1,480.74 thousands as compared to ₹ 1339.29 thousands for the Financial Year 2022, representing an increase of 10.56%. Total expenditure comprises of:

Employee benefit expenses

Employee benefit expense for the Financial Year 2023 was ₹660 thousands as compared to ₹660 thousands for the Financial Year 2022, representing no effect

Finance cost

Finance cost for the Financial Year 2023 was nil as compared to ₹10.82 thousands for the Financial Year 2022, representing a decrease of 100%.

Other expenses

Other expenses for the Financial Year 2023 were ₹820.74 Thousands as compared to ₹668.48 thousands for the Financial Year 2022, representing an increase of 22.78%. This increase was primarily due to increase in write off expenses.

Profit/(loss) before Tax

The profit/(loss) before tax for the Financial Year 2023 was ₹ (984.55) thousands as compared to ₹ (769.56) thousands for the Financial Year 2022, representing an increase of 27.93% This increase in Loss before tax was primarily due to Increase in other expenses and decrease in other income.

Tax expenses/(Savings)

Total tax expense/(Savings) for the Financial Year 2023 was ₹ 44.03 thousands as compared to ₹ 17.15 thousands for the Financial Year 2022. This increase in tax expense was primarily due to current tax & deferred tax.

Profit/(Loss) for the period after tax

In light of the above discussion, the profit/(loss) after tax for the Financial Year 2023 was ₹ (1,028.58) thousands as compared to ₹ (786.71) thousands for the Financial Year 2022.

Cash Flows

The following table sets forth certain information relating to the cash flows for the periods indicated:

(In ₹ thousands)

Particulars	Financial Year 2024	Financial Year 2023	Financial Year 2022
Net cash flows generated from/ (used in) operating activities	(36,458.42)	(1,236.26)	(1,334.87)
Net cash flows from/ (used in) investing activities	9,609.36	1,496.19	1,069.73
Net cash flows generated from / (used in) financing activities	27,981.86	-	-
Net increase/(decrease) in cash and cash equivalents	1,132.80	259.92	(265.14)

Cash flows from/ (used in) operating activities

Financial Year 2024

Our net cash used in operating activities was ₹ 36,458.42 thousands for the Financial Year 2024. Our operating loss before changes in working capital changes was ₹ 2,415.75 thousands which was primarily adjusted against increase in trade payables by ₹ 11.80 thousands and decrease in short term loans & advances, other current liabilities by ₹ 34,000 thousand and ₹ 54.47 thousands respectively. The cash used in operations was ₹ 250.41 lakhs and net taxes paid were ₹ 74.59 lakhs in the financial year 2024.

Financial Year 2023

Our net cash used in operating activities was ₹ 1,236.26 Thousands for the Financial Year 2023. Our operating loss before changes in working capital changes was ₹ 1,456 thousands which was primarily adjusted against increase in current liability by ₹ 8.54 thousands and decrease in loans and other current assets by ₹ 142.03 Thousands and ₹ 68.90 thousands respectively. The cash used in operations was ₹ 83.87 lakhs and net taxes paid were ₹ (6.37) lakhs in the financial year 2023.

Financial Year 2022

Our net cash used in operating activities was ₹ 1,334.87 thousands for the Financial Year 2022. Our operating loss before changes in working capital changes was ₹ (1,339) thousands which was primarily adjusted against increase in current assets and current liabilities by ₹ 48.32 thousands and ₹ 52.74 thousands respectively. The cash generated from operations was ₹ 258.36 lakhs in the financial year 2022.

Cash flows from/ (used in) investing activities

Financial Year 2024

Our net cash generated from investing activities was ₹9,609.36 thousands for the Financial Year 2024. It was on account of increase of investments and profit on sale of mutual funds/interest income amounting to ₹ 9,000 thousands and ₹ 609.36 thousands respectively

Financial Year 2023

Our net cash generated from investing activities was ₹1,496.19 thousands for the Financial Year 2023. It was on account of increase of investments and profit on sale of mutual funds/interest income amounting to ₹ 1,000 thousands and ₹ 496.19 thousands respectively.

Financial Year 2022

Our net cash generated from investing activities was ₹1,069.73 for the Financial Year 2022. It was on account of increase of investments and profit on sale of mutual funds/interest income amounting to ₹500 thousands and ₹569.73 thousands, respectively.

Cash flows from/ (used in) financing activities

Financial Year 2024

Net cash generated from financing activities for the Financial Year 2024 was ₹27,981.86 thousands which was on account of increase in share capital amounting to ₹ 28,000 thousands and finance costs amounting to ₹ 18.14 thousands.,

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as described in the chapter titled “**Risk Factors**” and chapter titled “*Management's Discussion And Analysis Of Financial Condition And Results Of Operations:*” beginning on page 25 and 159 respectively, of this Draft Letter of Offer, to our knowledge, there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

Unusual or Infrequent Events or Transactions

Except as described elsewhere in this Draft Letter of Offer, there have been no events or transactions to our knowledge which may be described as “unusual” or “infrequent”.

Significant dependence on a Single or Few Suppliers or Customers

Other than as described in this Draft Letter of Offer, particularly in chapter titled “**Risk Factors**” on page 25, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

Related Party Transactions

For details, please refer to the chapter titled “**Restated Financial Statements**” beginning on page 108 of this Draft Letter of Offer.

Significant developments after March 31, 2023, that may affect our future results of operations

Other than as disclosed in this Draft Letter of Offer, there have been no significant developments after March 31, 2023 that may affect our future results of operations. For further information, please see the chapter titled “*Material Developments*” on page 222

Market Price Information

The Equity Shares are listed on the BSE from June 6, 1995. The Rights Warrants will not be listed on the Stock Exchange pursuant to the Issue. For further details, please see "*Terms of the Issue*" on page 186 of this Draft Letter of Offer. We have received in-principle approvals for listing of the Rights Equity Shares on the Stock Exchanges to be issued pursuant to the Issue from the BSE by letter dated [●]. Our Company will also make application to BSE to obtain the trading approval from the stock exchange for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

For the purpose of this section, unless otherwise specified:

- a. Year is a Financial Year;
- b. Average price is the average of the daily closing prices of the Equity Shares for the year, or the month, as the case may be;
- c. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of the Equity Shares, as the case may be, for the year, or the month, as the case may be; and
- d. In case of two days with the same high / low / closing price, the date with higher volume has been considered.

Stock Market Data of the Equity Shares

The following table sets forth high, low and average market closing prices recorded on the Stock Exchange during the last three years and the number of Equity Shares traded on these days are stated below:

Financial Year	High (₹)	Date of high	No. of shares traded on date of high	Low (₹)	Date of low	No. of shares traded on date of low	Average price for the year (₹)	Volume of Equity Shares traded in a year
2023-24	50.52	March 28, 2024	8,914	1.99	May 31, 2023	100	13.57	6,35,102
2022-23	5.70	June 13, 2022	20	2.75	March 06, 2023	2,102	4.11	44,254
2021-22	6.18	November 09, 2021	3,798	1.82	June 02, 2021	3,469	3.36	2,59,351

(Source: www.bseindia.com)

Note: High, low and average prices are based on the daily closing prices.

In case of two days with the same high or low price, the date with the high volume has been considered.

Market Prices for the last six calendar months

The total number of days trading during the past six months from March 2024 to August 2024 was 123. The average volume in number of equity shares traded on the BSE was 3,799 per day. The equity shares of the Company were not frequently traded.

The high and low prices and volume of Equity Shares traded on the respective date on the BSE during the last six months preceding the date of filing of this Draft Letter of Offer are as follows:

Month	Date of High	High (₹)	Volume (No. of shares)	Date of low	Low (₹)	Volume (No. of shares)	Average price for the month (₹)	Volume of Equity Shares traded in a month
March – 2024*	March 28, 2024	50.52	8,914	March 01, 2024	36.53	1,282	43.26	1,00,222
April – 2024	April 30, 2024	74.90	1,410	April 01, 24	51.53	1,372	62.55	53,048
May – 2024	May 27, 2024	82.03	49,660	May 17, 2024	58.83	1,08,869	68.47	4,76,531
June – 2024	June 12, 2024	73.30	8,487	June 06, 2024	65.23	6,844	69.03	1,19,133
July – 2024	July 11, 2024	88.94	18,634	July 24, 2024	67.60	2,423	75.48	2,08,441
August – 2024	August 01, 2024	82.37	4,005	August 21, 2024	66.55	4,575	72.77	67,470

(Source: www.bseindia.com)

Notes:

-High, low and average prices are based on the daily closing prices.

-Average of the daily closing prices.

-In case of two days with the same high or low price, the date with the high volume has been considered.

* Pursuant to the Promoters various Share Purchase Agreements dated January 22, 2024, 23,60,271 Equity Shares representing 12.32% of the Emerging Voting Capital was transferred from the Selling Shareholders to the Acquirers on March 07, 2024 and March 12, 2024 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and other applicable laws and regulations. Further, the board of directors in their meeting held on March 13, 2024, allotted 1,11,61,915 Equity Shares representing 58.25% of the Emerging Voting Capital to the Acquirers, totaling to 1,35,22,186 Equity Shares representing 70.57% of the Emerging Voting Capital of the Company. Simultaneously with the preferential issue of Equity Shares to the aforesaid Acquirers, the Board of the Target Company in their meeting held on March 13, 2024 has also allotted 28,00,000 (Twenty Eight Lakhs) Equity Shares representing 14.61% (Fourteen point Sixty One) percent of the Emerging Voting Capital at a price of ₹10/- (Indian Rupees Ten) per Equity Share on preferential basis to certain Public Shareholders pursuant to SEBI Takeover Regulations, SEBI ICDR Regulations and other applicable laws and regulations.

-On 15th May, 2024, the stock exchange has recognised the change in capital structure in respect of 1,39,61,915 equity shares of Rs. 10/- each allotted by the Company on 13th March 2024 by way of Preferential Issue.

In the event the high or low or closing price of the Equity Shares are the same on more than one day, the day on which there has been higher volume of trading has been considered for the purposes of this chapter.

The Board of our Company has approved the Issue at their meeting held on May 29, 2024. The high and low prices of our Company’s shares as quoted on the BSE on May 30, 2024, the day on which the trading happened immediately following the date of the Board meeting is as follows:

Date	Volume (No of equity Shares)	Highest Price (₹)	Low price (₹)
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BSE			
May 30, 2024	14,047	70.73	69.32

Source: www.bseindia.com

The closing market price of the Equity Shares as on one day prior[#] to the date of this Draft Letter of Offer was ₹ 75.20 on the BSE. The Issue Price is ₹ [●] per Rights Warrant.

Legal and Other Information

Outstanding Litigation and Material Developments

Except as stated in this section, there are no outstanding (i) criminal proceedings involving our Company, Directors, Subsidiaries or Promoter; (ii) actions by any statutory or regulatory authorities involving our Company, Directors, Subsidiaries or Promoter; or (iii) claim involving our Company, Directors, Subsidiaries or Promoter for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved), (iv) proceeding involving our Company, Directors, Subsidiaries or Promoter (other than proceedings covered under (i) to (iii) above) which has been determined to be “material” pursuant to our Company’s ‘Policy on determination of materiality of events’ framed in accordance with Regulation 30 of the SEBI Listing Regulations (“Materiality Policy”).

According to the Materiality Policy of our Company, for assessing the Materiality:

The following qualitative criteria will be applicable for determining materiality for disclosure of litigation in point (iv) as mentioned above:

a. whose value or the expected impact in terms of value, exceeds the lower of the following:

- i. two percent of turnover is Nil as per the last audited consolidated financial statements of the Company;*
- ii. two percent of net worth INR 29,68,006/- as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;*
- iii. five percent of the average of absolute value of profit or loss after tax is Nil as per the last three audited consolidated financial statements of the company.**

b. In case, where the criteria specified as above mentioned is not applicable, litigations may be treated as being material if in the opinion of the board of directors of the company, litigation is considered as material.

**Due to loss in previous three financial years the absolute value of profit or loss after tax is Nil.*

In terms of the Materiality Policy, other than outstanding criminal proceedings, actions taken by any statutory or regulatory authority and claims for any direct or indirect tax liabilities mentioned in point (i) to (iii) above, all other pending litigation:

A. involving our Company, Promoter and Subsidiaries (“Relevant Parties”)

Nil

B. involving our Directors and our Promoter (individually or in aggregate), the outcome of which would materially and adversely affect the business, operations, prospects, financial position or reputation of our Company, irrespective of the amount involved, has been considered as material.

Nil

Nil

Unless stated to the contrary, the information provided in this section is as of the date of this Draft Letter of Offer. All terms defined in a summary pertaining to a particular litigation shall be construed only in respect of the summary of the litigation where such term is used.

A. LITIGATION INVOLVING OUR COMPANY

1. Litigation against our Company

- a) Criminal Proceedings: NIL

- b) Actions taken by Statutory/Regulatory Authorities: NIL
- c) Tax Proceedings: NIL
- d) Other Material Litigations: NIL
- e) Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals: NIL

2. Litigation by our Company

- a) Criminal Proceedings: NIL
- b) Civil and Material Litigations: NIL

B. LITIGATION INVOLVING OUR PROMOTER

1. Cases filed against our Promoter

- a) Criminal Proceedings
Nil
- b) Actions taken by Statutory/Regulatory Authorities
Nil
- c) Tax Proceedings
Nil
- d) Other Material Litigations

1. Material Litigation involving one of our Promoter, Mr. Pankaj Ramesh Samani: Prakash Balkrishna Kalyankar initiated consumer litigation against Shree Constructions, a company represented by Pankaj Ramesh Samani, before the Maharashtra State Consumer Disputes Redressal Commission. The legal action stemmed from an alleged breach of contract pertaining to a property development venture undertaken by Shree Constructions. Kalyankar contended that despite a ₹10 lakh advance payment, the developer failed to comply with the terms of their agreement. Following unsuccessful attempts at conciliation, Kalyankar formally instituted proceedings in 2016, designated as Case No. CC/16/882. The matter underwent multiple adjudicative hearings culminating in a final disposition on February 11, 2020.

- e) Disciplinary action against our Promoter by SEBI or any stock exchange in the last five Fiscals
Nil

2. Cases filed by our Promoter

- a) Criminal Proceedings
Nil
- b) Other Material Litigations
Nil

C. LITIGATION INVOLVING OUR DIRECTOR

1. Cases filed against our Director

- a) Criminal Proceedings
Nil
- b) Actions taken by Statutory/Regulatory Authorities
Nil
- c) Tax Proceedings

Nil

d) Other Material Litigations

1. Material Litigation filed against one of our Independent Director, Salil Sriram Shetty: Shashiakala Shetty and others have initiated an appeal against Salil Shetty before the Bombay High Court under the provisions of the Code of Civil Procedure (CPC). The appeal seeks an interim order or injunction pending the final determination of the case. The matter is currently in the preliminary stages of litigation and the last hearing was conducted on June 20, 2024. Case No.: **AO/406/2024**
2. Material Litigation filed against one of our Independent Director, Salil Sriram Shetty: A civil suit for specific relief has been instituted by Shashikala Shetty against Salil Shetty in the Pune Civil Court, claiming a substantial sum of Rs. 200 crores. The proceedings are currently at the stage where parties are addressing the admissibility of evidence, with the next hearing scheduled for July 5, 2024. Case No.: **1228/2017**

e) Disciplinary action against our Directors by SEBI or any stock exchange in the last five Fiscals
Nil

2. Cases filed by our Directors

a) Criminal Proceedings

1. Criminal Proceedings has been initiated by one of our Independent Director, Salil Sriram Shetty: Salil Shetty has filed a miscellaneous application before the Bombay High Court under the Criminal Procedure Code (CrPC) against the State of Maharashtra. The application is currently in the pre-admission stage and the last hearing was held on December 9, 2020. Case No.: **IA/109/2020**

b) Other Material Litigation
Nil

D. LITIGATION INVOLVING OUR SUBSIDIARIES

1. Cases filed against our Subsidiaries

a) Criminal Proceedings:
Nil

b) Actions taken by Statutory/Regulatory Authorities:
Nil

c) Tax Proceedings:
Nil

d) Other Material Litigations:
Nil

e) Disciplinary action against our Directors by SEBI or any stock exchange in the last five Fiscals:
Nil

2. Cases filed by our Subsidiaries

a) Criminal Proceedings:
Nil

b) Other Material Litigation:

Nil

E. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS
Nil

F. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS
Nil

G. MATERIAL DEVELOPMENT SINCE
Nil

Government and Other Statutory Approvals

Our Company has obtained necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are material for carrying on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For further details, please refer to the chapter titled “**Objects of the Issue**” on page 46 of this Draft Letter of Offer.

Other Regulatory and Statutory Disclosure

Authority for the Issue

The Board of Directors in its meeting dated May 29, 2024 have authorized this Issue under Section 62(1)(a) of the Companies Act, 2013 and constituted 'Rights Issue Committee' to decide terms of the issue which have further decided the terms of Issue at their meeting dated [●].

Our Rights Issue Committee of the Board of Directors has, at its meeting held on [●], determined the Issue Price as ₹ Lakhs. [●]

Our Company has received 'in-principle' approvals for issuance of Rights Warrants to be Allotted pursuant to vide letters dated [●] issued by BSE, for issuance of the Rights Warrants to be Allotted pursuant to the Issue.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoter, our Directors, and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Promoter and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. There is no outstanding action initiated against them by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither our Promoter nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI.

Neither our Company, nor our Promoter, and Directors have been categorized or identified as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company and our Promoter are following the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Draft Letter of Offer.

Eligibility for the Issue

Eligibility for the Issue Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B-1 of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI

ICDR Regulations, our Company undertakes to make an application to the Stock Exchange for listing of the Rights Warrants to be issued pursuant to the Issue. BSE is the Designated Stock Exchange for the Issue.

Compliance with Part B-1 of Schedule VI of the SEBI ICDR Regulations

Our Company is in compliance with the provisions specified in Clause (1) of Part B-1 of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of the Draft Letter of Offer with the Designated Stock Exchange;
2. The reports, statements and information referred to above are available on the websites of BSE; and
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

However, in terms of Clause (3) of Part B-1 of Schedule VI of the SEBI ICDR Regulations, following issuers shall mandatorily make disclosures in the draft letter of offer/letter of offer as specified in Part B-1 of this Schedule:

(a) an issuer whose management has undergone any change pursuant to acquisition of control in accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 or the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable and is making a rights issue of specified securities for the first time subsequent to such change and a period of three full years has not elapsed since such a change;

(b) an issuer whose specified securities have been listed consequent to the relaxation granted by the Board under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 for listing of its specified securities pursuant to a scheme sanctioned by a High Court under sections 391 to 394 of the Companies Act, 1956 or approved by a tribunal under sections 230-234 of the Companies Act, 2013, as applicable, and is making a rights issue of specified securities for the first time subsequent to such listing and a period of three full years has not elapsed since such listing.

Since the management of our Company has undergone change pursuant to the acquisition of joint control in accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, during the financial year 2024-25, the disclosures contained in the Draft Letter of Offer/Letter of Offer have been mandatorily made in terms of Part B-1 of Schedule VI of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

The Draft Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is up to ₹ 4999 Lakhs . The present Issue being of less than ₹ 5,000 lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI ICDR Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI i.e. www.sebi.gov.in.

Disclaimer from our Company and our Directors

Our Company and our Directors accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in the advertisements or any other material issued by or at our Company's instance and anyone placing

reliance on any other source of information, including our Company's website www.shriramepc.com or the respective websites of the affiliates of our Company would be doing so at his or her own risk.

All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

Investors will be required to confirm and will be deemed to have represented to our Company and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to subscribe Warrants and will not issue, sell, pledge, or transfer the Warrants to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to subscribe to Warrants.

Our Company and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is to subscribe to Warrants. No information which is extraneous to the information disclosed in this Draft Letter of Offer or otherwise shall be given by our Company or any member of the Issue management team or the syndicate to any particular section of investors or to any research analyst in any manner whatsoever, including at road shows, presentations, in research or sales reports or at bidding centres.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Warrants, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Draft Letter of Offer is current only as at its date.

Disclaimer in respect of Jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Pune, India only.

Disclaimer Clause of BSE

As required, a copy of this Draft Letter of Offer has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to the filing with the Stock Exchange.

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is BSE.

Selling Restrictions

This Draft Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of this Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer, Application Form and the issue of Warrants on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of this the Draft Letter of Offer, Abridged Letter of Offer or any other material relating to our Company, the Warrants in any jurisdiction, where action would be required for that purpose, except that this Draft Letter of Offer has been filed with SEBI and the Stock Exchange.

Accordingly, the Warrants may not be offered or sold, directly or indirectly, and this Draft Letter of Offer or any offering materials or advertisements in connection with the Warrants may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Rights Warrants referred to in this Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Warrants or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge.

Neither the delivery of this Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person subscribes for Rights Warrants, or who purchases Rights Warrants shall do so in accordance with the restrictions set out below.

NO OFFER IN THE UNITED STATES

THE RIGHTS WARRANTS HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE WARRANTS REFERRED TO IN THE DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY WARRANTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THE DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer, Letter of Offer/ Abridged Letter of Offer, Application Form and the Draft Letter of Offer will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Warrants will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Letter of Offer, (i) that it is not and that, at the time of subscribing for the Warrants, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Warrants in compliance with all applicable laws, rules and regulations.

Our Company, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the

relevant certification set out in the Application Form headed “Overseas Shareholders” to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Warrants in respect of any such Application Form.

None of the Warrants have been, or will be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws in the United States. Accordingly, the Warrants are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE WARRANTS IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS WARRANTS FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

Consents

Consents in writing of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, legal advisor, the Registrar to the Issue and the Banker to the Issue* to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

**To be obtained prior to filing of the Letter of Offer*

Our Company has received written consent dated 19th September 2024 from the Statutory Auditor to include its name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Letter of Offer as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated 19th September 2024 on our Restated Consolidated Financial Statements for the financial year ended 31st March 2024; and (ii) Statement of Special Tax Benefits dated 19th September, 2024 in this Draft Letter of Offer and such consent has not been withdrawn as on the date of this Draft Letter of Offer.

Except for the abovementioned documents, provided by our Statutory Auditor, our Company has not obtained any expert opinions.

Performance vis-à-vis objects – Public/Rights Issue of our Company

Our Company has not made any rights issues or public issues during the five years immediately preceding the date of this Draft Letter of Offer. There have been no instances in the past, wherein our Company has failed to achieve the objects in its previous issues.

Performance vis-à-vis objects – Last issue of listed Subsidiaries or Associates

None of our Subsidiaries or associate companies are listed as on date of this Draft Letter of Offer.

Stock Market Data of the Equity Shares

Our Equity Shares are listed and traded on BSE. For details in connection with the stock market data of the Stock Exchange, please refer to the chapter titled “**Market Price Information**” on page 171 of this Draft Letter of Offer.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF RIGHTS WARRANTS TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS DRAFT LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, RIGHTS WARRANTS IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, RIGHTS WARRANTS MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH. RIGHTS WARRANTS MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS WARRANTS IN THIS ISSUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3(b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer will be filed with BSE Limited and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. **MCS Share Transfer Agent Limited** is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investor Grievances arising out of this Issue

Investors may contact the Registrar to the Issue or our Company Secretary for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Rights Warrants applied for, amount blocked, ASBA

Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see “Terms of the Issue” beginning on page 186 of this Draft Letter of Offer. The contact details of our Registrar to the Issue and our Company Secretary are as follows:

Registrar to the Issue

MCS Share Transfer Agent Limited

Address: 3B3, 3rd Floor, B-Wind, Gundecha Onclave Premises Co-op, Society Ltd. Kherani Road, Saki Naka, Andheri (E), Mumbai – 400 072, India.

Telephone: 022-28516021/ 6022/ 4604977

Email: helpdeshmum@mcsregistrars.com

Website: mcsregistrars.com

Investor Grievance Email: anils@mcsregistrars.com

Contact Person: Anil Shinde

SEBI Registration No.: INR000004108

Validity of Registration: August 16, 2026.

Terms of the Issue

This Section applies to all Investors. ASBA Investors should note that the ASBA process involves procedures that may be different from that applicable to other Investors and should carefully read the provisions applicable to such Applications, in the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Draft Letter of Offer, before submitting an Application Form. Our Company are not liable for any amendments, modifications or changes in applicable law which may occur after the date of the Letter of Offer. Investors who are eligible to apply under the ASBA process are advised to make their independent investigations and to ensure that the Application Form and the Draft Letter of Offer is correctly filled up.

Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“SEBI – Rights Issue Circular”), all investors (including renouncee) shall make an application for a rights issue only through ASBA facility. The Warrants proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, including the Application Form and the Draft Letter of Offer, the MOA and AOA of our Company, the provisions of the Companies Act, the terms and conditions as may be incorporated in the FEMA, applicable guidelines and regulations issued by SEBI or other statutory authorities and bodies from time to time, the SEBI Listing Regulations, terms and conditions as stipulated in the allotment advice or security certificate and rules as may be applicable and introduced from time to time.

OVERVIEW

The Issue and the Rights Warrants proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Application Form and the Draft Letter of Offer, the Memorandum of Association and the Articles of Association, the provisions of Companies Act, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the SEBI, the RBI or other regulatory authorities, the terms of Listing Agreements entered into by our Company with the Stock Exchanges and terms and conditions as stipulated in the Allotment Advice.

Important:

- ***Dispatch and availability of Issue materials:***

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circular, our Company will send the Abridged Letter of Offer, Draft Letter of Offer, Application Form and other issue material, through email to the email addresses or physical delivery through registered post / speed post to all the Eligible Equity Shareholders who have provided their Indian addresses to our Company. The Letter of Offer will be provided, only through email or by registered post / speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Warrants under applicable securities laws) on the websites of:

- a) Our Company at; www.cineradcommunications.com
- b) the Registrar to the Issue at www.mcsregistrars.com
- c) the Stock Exchanges at www.bseindia.com

Eligible Equity Shareholders can obtain the details of their respective Warrants from the website of the Registrar at mcsregistrars.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company www.cineradcommunications.com.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Draft Letter of Offer and the Application Form. Resident Eligible Shareholders, who are holding Equity Shares in physical form as on the Record Date, can obtain details of their respective Warrants from the website of the Registrar by entering their Folio Number.

- ***Facilities for Application in this Issue:***

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as “ASBA Circulars”), all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “Procedure for Application through the ASBA Process” on page 186.

- **Credit of Warrants in demat accounts of Eligible Equity Shareholders:**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Warrants and Allotment of Warrants shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Warrants to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “CCL”) opened by our Company, for the Resident Eligible Equity Shareholders which would comprise Warrants relating to (a) Equity shares held by Eligible Equity shareholders in physical form (b) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (c) Equity Shares held in the account of IEPF authority; or (d) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (e) credit of the Warrants returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

Resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. [●], [●] are requested to provide relevant details (such as copies of self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares) not later than two Working Days prior to the Issue Closing Date i.e. [●], [●] in order to be eligible to apply for this Issue. Such Resident Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

In accordance with the SEBI Rights Issue Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. [●], [●].

- ***Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form:***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the issuance of Warrants shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Warrants in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Warrants in their respective demat accounts at least one day before the Issue Closing Date. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Warrants in “Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form” on page 186.

- ***Application for Additional Rights Warrants:***

Investors are eligible to apply for additional Rights Warrants over and above their Warrants, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Warrants without renouncing them in whole or in part. Where the number of additional Right Warrants applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchanges. Applications for additional Rights Warrants shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “Basis of Allotment” beginning on page 186 .

Eligible Equity Shareholders who renounce their rights cannot apply for additional Rights Warrants. Non-resident Renounces who are not Eligible Equity Shareholders cannot apply for additional Rights Warrants.

- If no such Application is made by the renounce on or before Issue Closing Date, then such rights will get lapsed and shall be extinguished after the Issue Closing Date and no Warrants for such lapsed rights will be credited. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation / Off Market Renunciation, please refer to the heading titled “Procedure for Application through the ASBA process” on page 186 of this Draft Letter of Offer.

- ***Other important links and helpline:***

The Investors can visit following links for the below-mentioned purposes:

- a) Updation of Indian address/ email address/ mobile number of Non resident Eligible Equity Shareholders in the records maintained by the Registrar or our Company: by email to: helpdesknum@mcsregistrars.com or cinerad@gttsolutions.in
- b) Updation of demat account details by resident Eligible Equity Shareholders holding shares in physical form: by email to: helpdesknum@mcsregistrars.com or cinerad@gttsolutions.in

Renounces

All rights or obligations of the Eligible Equity Shareholders in relation to Applications and refunds relating to the Issue shall, unless otherwise specified, apply to the Renouncee(s) as well.

Authority for the Issue

The Board of Directors in its meeting dated May 29, 2024 has authorised this Issue under Section 62(1)(a) of the Companies Act, 2013 and constituted ‘Rights Issue Committee’ to decide terms of the issue which have further decided the terms of Issue at their meeting dated [•].

The Rights Issue Committee of the Board of Directors in their meeting held on [•] have determined the Issue Price at ₹ [•] per Rights Warrants(s) for each fully paid up Equity Share(s) held on the Record Date.

Our Company has received in-principle approval from BSE and in accordance with Regulation 28 of the SEBI Listing Regulations for issuance of the Warrants to be Allotted in the Issue pursuant to letters dated [•] and [•], respectively.

Basis for the Issue

The Warrants are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of the Equity Shares held dematerialized form and on the register of members of our Company in respect of the Equity Shares held in

physical form at the close of business hours on the Record Date, decided in consultation with the Designated Stock Exchanges, but excludes persons not eligible under the applicable laws, rules, regulations and guidelines.

Rights Entitlement (“REs”) (Warrants)

Eligible Equity Shareholders whose names appear as a beneficial owner in respect of the Equity Shares held in dematerialized form or appear in the register of members as an Equity Shareholder of our Company in respect of the Equity Shares held in physical form as on the Record Date, i.e., [●], are entitled to the number of Warrants as set out in the Application Form.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlement from the website of the Registrar to the Issue at www.mcsregistrars.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company cineradcommunications.com.

Rights Entitlement shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, shall not be eligible to make an Application for Warrants against their Rights Entitlement with respect to the equity shares held in physical form. Such Eligible Equity Shareholders can make an Application only after the Rights Entitlement is credited to their respective demat accounts.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer and the Application Form to the email addresses as well as to the physical addresses of Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Warrants is permitted under laws of such jurisdictions.

The Letter of Offer will be provided, through email or registered post/ speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Warrants is permitted under laws of such jurisdictions and in each case who make a request in this regard. The Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar, our Company through a link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Warrants under applicable securities laws) and on the Stock Exchanges’ websites. The distribution of the Letter of Offer, Abridged Letter of Offer and the issue of Warrants on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer will be filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlement and Warrants may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer, the Abridged Letter of Offer or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer or the Application Form should not, in connection with the issue of the Warrants, distribute or send the Letter of Offer, the Abridged Letter of Offer, or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Letter of Offer, the Abridged Letter of Offer, the Draft Letter of Offer or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Warrants referred to in the Letter of Offer, the Abridged Letter of Offer, the Draft Letter of Offer or the Application Form. Any person who acquires Warrants or makes an Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, the Abridged Letter of Offer, the Draft Letter of Offer

and the Application Form, that it is entitled to subscribe for the Warrants under the laws of any jurisdiction which apply to such person.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Draft Letter of Offer and the Application Form.

PRINCIPAL TERMS OF THE WARRANTS ISSUED UNDER THIS ISSUE.

Separate ISIN for Warrants allotted

The Warrants shall be unlisted. The Warrants shall be converted into Equity Shares, upon the Warrant holder making the complete payment of the Warrants Exercise Price and transferring the Warrants into the Special Depository Account opened with CDSL. Such Warrant holders can obtain details of the Special Depository Account from the Registrar or our Company. The Equity Shares allotted pursuant to the conversion of the Warrants will have the same ISIN as the Equity Shares.

After finalisation of Basis of Allotment, our Company will Allot Rights Equity Shares along with Warrants as per the terms of the Issue. Such Warrants will be credited in the respective demat account of the Warrant holders.

Issue Price

Each Rights Warrants is being offered at a price of ₹[●] per Rights Warrants (including a premium of ₹ [●] per Rights Warrants) in the Issue. The Issue Price has been arrived at by our Company prior to the determination of the Record Date.

The Board, at its meeting held on [●], has determined the Issue Price and the same has been decided prior to the determination of the Record Date.

[●] Ratio

The Warrants are being offered on a rights basis to the Eligible Equity Shareholders in the ratio [●] of Rights Warrants(s) for [●] Equity Share(s) held on the Record Date.

Warrant conversion

One Warrant will be converted into one Equity Share of ₹[●] each upon making the complete payment of the Warrant Exercise Price during the Warrant Exercise Period. The Rights Warrants can be freely and separately traded till the same are tendered for exercise. The market lot for the Warrants will be one Rights Warrant.

Tenure of the Warrant

18 months from the date of allotment of the Rights Warrants, i.e. Rights Warrants which are not tendered to be converted into Equity Shares at the completion of the Warrant Exercise Period, shall lapse and the relevant holder/s of such Warrants shall not be entitled to allotment of the Equity Shares against such Rights Warrants.

Warrant Exercise Period

The Warrant Exercise Period shall refer to the following:

A period that commences on the completion of the 1st month from the date of allotment of the Rights Warrants and shall continue up to the close of business hours on completion of the 18th month from the date of allotment of the Warrants.

Further, the Warrants which are not tendered to be converted into Equity Shares at the completion of the Warrant Exercise Period, shall lapse and the relevant holder/s of such Warrants shall not be entitled to allotment of the Equity Shares against such Warrants.

Rights of instrument holder

Each Equity Shares allotted pursuant to exercise of Warrants shall rank pari passu with the existing Equity Shares of the Company.

Terms of Payment

The Payment Schedule of Rights Warrants are as follows:

AMOUNT PAYABLE PER WARRANT	PRICE (₹)
On Application**	[●]
On Warrant Exercise***	[●]
Total	[●]

**Constitutes 25% of the Warrant Price.

***Constitutes 75% of the Warrant Price.

The Warrant holders will have the option of voluntarily exercising their option to subscribe to Equity Shares upon the conversion of Warrants and payment of Warrant Exercise Price within 18 months from the date of Allotment of the Warrants. All Warrants not tendered for conversion into Equity Shares before the completion of the Warrant Exercise Period at the Warrant Exercise Price, shall lapse. In the event that the Warrant holder does not exercise the option to take the Equity Shares against any of the Warrant held by such Warrant holder, within 3 months from the date of payment of consideration of the Warrant Exercise Price, such consideration made in respect of such warrants shall be forfeited by our Company in accordance with the SEBI ICDR Regulations.

Warrant Exercise Price

The Warrant Exercise Price for each Warrant shall be fixed at ₹[●]. The Warrant Exercise Price has been determined in accordance with SEBI ICDR Regulations.

In the event of any sub-division or consolidation of the face value of the Equity Shares of our Company, the share entitlement on each Warrant shall be proportionately increased/decreased such that the aggregate nominal value of the entitlement remains the same as the nominal value of the Equity Shares immediately prior to such subdivision or consolidation. The above would be subject to the approval of the shareholders and other relevant statutory and/or regulatory authorities.

Fractional Entitlement

The Warrants are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Rights Warrants(s) for every [●] Equity Share(s) held on the Record Date. For Warrants being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Share(s) or not in the multiple of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the [●]. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one Additional Rights Warrants each if they apply for Additional Warrants over and above their [●].

For example, if an Eligible Equity Shareholder holds [●] Equity Shares, such Shareholder will be entitled to [●] Warrants on a rights basis and will also be given a preferential consideration for the Allotment of one Additional Rights Warrants if the Shareholder has applied for additional Warrants.

Also, those Equity Shareholders holding less than [●] Equity Shares and therefore entitled to 'Zero' Rights Warrants under this Issue shall be dispatched an Application Form with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Warrants and would be given preference in the Allotment of [●] Additional Rights Warrants, if such Equity Shareholders have applied for the Additional Warrants. However, they cannot renounce the same to third parties. Application Forms with zero entitlement will be non-negotiable/non-renounceable.

Ranking

The Warrants to be issued and allotted pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association.

Procedure for Exercise of Warrants

Warrant holders desirous of tendering their Warrants for conversion into Equity Share in the Warrant Exercise Period would be required to submit an application form, as prescribed by our Company, ("Warrant Exercise Application Form") within the Warrant Exercise Period. The Warrant Exercise Application Form will be sent by our Company to all the Warrant holders along with the allotment advice dispatched under the Issue. The Warrant Exercise Application Form would also be available to all Warrant holders on request with the Registrar during the Warrant Exercise Period and can be downloaded from our Company's website, namely cineradcommunications.com.

- The Registrar, will before the Warrant Exercise Period, as the case may be, assist the Company to open a special depository account with CDSL by the name of "CINERAD COMMUNICATIONS LIMITED - RIGHTS DEMAT ESCROW ACCOUNT- WARRANTS" with a Depository Participant, ("**Special Depository Account**").
- Beneficial owners (holders) of Warrants who wish to tender their Warrants for exercise will be required to send their Warrant Exercise Application Form accompanied by a cheque / demand draft/ pay order favouring " CINERAD COMMUNICATIONS LIMITED SPECIAL WARRANTS ACCOUNT" payable at [●] for the requisite amount along with a photocopy of the delivery instruction in "Off market" mode, or counterfoil of the delivery instructions in "**Off-market**" mode, duly acknowledged by the Depository Participant ("**DP**"), in favour of the Special Depository Account to the Registrar to the Issue.
- Beneficial owners (holders) of Warrants having their beneficiary account with the NSDL must use the inter-depository delivery instruction slip for the purpose of crediting their Warrants in favour of the Special Depository Account with the CDSL.
- During the Warrant Exercise Period, as the case may be, the Warrant holder should send the Warrant Exercise Application Form accompanied by the cheque or demand draft or pay order along with the photocopy or the counterfoil of the delivery instructions duly acknowledged by the Depository Participant to the Registrar.
- Equity Shares allotted on exercise of valid Warrants will be credited to the applicant's same demat account from where the Warrants have been credited within 15 days from the date of the meeting of the Board of the Company or a duly authorised committee thereof; to allot the Equity Shares.
- The activities and indicative time period for the receipt of Warrants Exercise Application Forms and allotment of Equity Shares on conversion is provided below:

Activity	Activity Indicative time period*
Receipt of valid Warrant Exercise Application Forms and Receipt of Warrant Exercise Price	On or before last day of each calendar month during the Warrant Exercise Period. (If the last day of such calendar month is a holiday, then the preceding Working Day shall be considered). On the last day of the 18 th month from the date of allotment of Rights Warrants, on or before the close of business hours of the last day
Meeting of Board of the Company or Rights Issue Committee duly authorised thereof, to approve the allotment of Equity Shares against the valid Warrants Exercise Application Forms received in preceding months	Within 7 Working Days from the close of each calendar month. For the 18 th month, the allotment to be made the last day of such month in respect of Warrant

	Exercise Price and Application Form is received before close of business hours.
Receipt of listing & trading approvals	In accordance with SEBI ICDR Regulations, SEBI Listing Regulations and circulars issued by the Stock Exchanges.

**In this regard, our Company shall disregard applications which are liable for rejections, due to factors including dishonour of payment instrument or short payment or non-receipt of Warrants in the Special Depository Account.*

In case the Warrants along with the cheque/demand draft/ pay order towards full payment of the Warrant Exercise Price do not reach the Registrar by the end of the Warrant Exercise Period, such Warrants held by the Warrant holder shall lapse and application money so paid shall be liable to be forfeited by the Company.

Modification to the Terms of the Warrant

The rights attached to the Warrants shall be varied only with the consent in writing of the holders of not less than three-fourths of the outstanding Warrants or with the sanction of a special resolution passed at a separate meeting of holders of outstanding Warrants.

Mode of payment of dividend

In the event of declaration of dividend, our Company shall pay dividend to the Eligible Equity Shareholders as per the provisions of the Companies Act and the provisions of the Articles of Association.

Subscription to the Issue by our Promoter

For details of the intent and extent of the subscription by our Promoter, see “Capital Structure – Intention and extent of participation by our Promoter in the Issue” on page 43

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of holders of Equity Shares

- Subject to the above, the Warrants shall be transferable and transmittable in the same manner and to the same extent and be subject to the same restrictions and limitations and other related matters as in the case of Equity Shares of our Company;
- The Warrants shall not confer upon the holders thereof any right to receive any notice of the meeting of the shareholders of our Company or Annual Report of our Company and or to attend/vote at any of the General Meetings of the shareholders of our Company held, if any;
- Save and except the right of subscription to our Company’s Equity Shares as per the terms of the issue of Warrants, the holders of the Warrants in their capacity as Warrant holders shall have no other rights or privileges;
- The Equity Shares arising from the conversion of Warrants shall be subject to the MoA and AoA and shall rank pari passu in all respects with existing Equity Shares of our Company including dividends except that the Equity Shares arising from the conversion of Warrants shall be eligible for dividends only after payment of Warrant Exercise Price and allotment of the Equity Shares;
- The Warrant holders inter-se, shall rank pari passu without any preference or priority of one over the other or others

Criteria for rejection of the Warrant Exercise Application Form

- Dishonour of payment instrument or short payment or rejection of payment instruments by the respective Warrant holder bank/drawee bank; and /or
- Non receipt of Warrants into the Special Depository Account; and / or
- Receipt of Warrant Exercise Application Form or payment or Warrants in Special Depository Account after the lapse of Warrant Exercise Period.

The Board of the Company or a duly authorised committee thereof, on the basis of the above criteria may reject the Warrant Exercise Application Form of the Warrant holders. The Warrant holders whose application has been rejected by the Board of the Company or a duly authorised committee thereof on the above grounds may choose to apply again for conversion of Warrants within the Warrant Exercise Period.

Allotment of Equity Shares upon Exercise of the Warrants

Pursuant to the allotment of Equity Shares upon conversion of Warrants to our Promoters and/or Promoter Group in the Issue, the shareholding percentage of our Promoters and Promoter Group may collectively increase. Any such increase in the collective shareholding percentage of our Promoter and Promoter Group will be exempted in accordance with Regulation 10(4) of the SEBI Takeover Regulations. Further, any such increase in their shareholding will not result in a change of control of the management of our Company.

Further, in relation to public shareholders, pursuant to the allotment of Equity Shares upon conversion of Warrants, the shareholding percentage of such public shareholder in our Company may trigger open offer obligations in accordance with the SEBI Takeover Regulations. In relation to this, the public shareholders can consult their legal or financial advisors.

General terms of the Issue

Market Lot

The Equity Shares of our Company are tradable only in dematerialized form. The market lot for Equity Shares in dematerialized mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold such Equity Share as the joint holders with the benefit of survivorship subject to the provisions contained in the Articles of Association. Application Forms would be required to be signed by all the joint holders to be considered valid.

Nomination

Nomination facility is available in respect of the Warrants in accordance with the provisions of the Section 72 of the Companies Act read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. An Investor can nominate any person by filling the relevant details in the Application Form in the space provided for this purpose.

Since the Allotment of Warrants is in dematerialized form only, there is no need to make a separate nomination for the Warrants to be allotted in the Issue. Nominations registered with respective Depository Participant of the Investor would prevail. Any Investor desirous of changing the existing nomination is requested to inform its respective Depository Participant.

Arrangements for Disposal of Odd Lots

Our Equity Shares are traded in dematerialized form only and therefore the marketable lot is one Equity Share and hence, no arrangements for disposal of odd lots are required.

New Financial Instruments

There are no new financial instruments like deep discount bonds, debentures with warrants, secured premium notes etc. issued by our Company.

Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue.

However, the Investors should note that pursuant to provisions of the SEBI Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be effected unless the securities are held in the dematerialized form with a depository.

Notices

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circular, our Company will send, through email or by registered post/ speed post, the Abridged Letter of Offer, the Draft Letter of Offer, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Warrants is permitted under laws of such jurisdictions. The Letter of Offer will be provided, through email or by registered post/speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Warrants is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Draft Letter of Offer and the Application Form.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Bengali daily newspaper with wide circulation at West Bengal, where our Registered Office is situated.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circular and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. Further, the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date can apply for this Issue through ASBA facility. For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, see "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" on page 186.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers, and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Warrants offered as part of this Issue would be sent to email address of the Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Warrants is permitted under laws of such jurisdictions.

The Application Form along with the Abridged Letter of Offer and the Draft Letter of Offer shall be sent through email and speed post at least three days before the Issue Opening Date. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and the Draft Letter of Offer shall be sent through email to email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Warrants is permitted under laws of such jurisdictions.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Draft Letter of Offer and the Application Form.

Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Draft Letter of Offer or the Application Form attributable to non availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Draft Letter of Offer are delayed or misplaced in the transit.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Warrants under applicable securities laws) on the websites of:

- a) Our Company at www.cineradcommunications.com;
- b) the Registrar to the Issue at www.mcsregistrars.com;
- c) the Stock Exchanges at www.bseindia.com

The Eligible Equity Shareholders can obtain the details of their respective entitlements from the website of the Registrar (at mcsregistrars.com) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.cineradcommunications.com). The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renounce, to make Applications in this Issue basis the entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all entitlements available in a particular demat account. Further, in accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date can apply through this Issue by first furnishing the details of their demat account along with their self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two Working Days prior to the Issue Closing Date i.e. [●], [●], after which they can apply through ASBA facility.

In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Warrants from the same demat account in which they are holding the entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account. Investors may accept this Issue and apply for the Warrants submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected. Applicants should note that they should very carefully fill-in their depository account details and PAN

number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see “Grounds for Technical Rejection” on page 186. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their entitlements. For details, see “Application on Plain Paper under ASBA process” on page 186.

Options available to the Eligible Equity Shareholders

Details of each Eligible Equity Shareholders will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at mcsregistrars.com and link of the same would also be available on the website of our Company at (www.cineradcommunications.com). Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

The Eligible Equity Shareholders will have the option to:

- Apply for his/ her Rights Warrants in full;
- Apply for his/ her Rights Warrants in part (without renouncing the other part);
- Apply for his/ her Rights Warrants in full and apply for additional warrants;
- Apply for his/ her Rights Warrants in part and renounce the other part of the warrants; and
- Renounce his/ her Rights Warrants in full.

In accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. [●], [●], desirous of subscribing to Warrants may also apply in this Issue during the Issue Period through ASBA mode. Such resident Eligible Equity Shareholders must check the procedure for Application in “*Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*” on page 186.

Procedure for Application through the ASBA process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated

September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Acceptance of this Issue

Investors may accept this Issue and apply for the Warrants submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section “Application on Plain Paper under ASBA process” on page 186.
Additional Warrants

Investors are eligible to apply for additional Warrants over and above their Rights Entitlement, provided that they are eligible to apply for Warrants under applicable law and they have applied for all the Warrants forming part of their Rights Entitlement without renouncing them in whole or in part. Applications for additional Warrants shall be considered and allotment shall be made at the sole discretion of the Board, subject to applicable sectoral caps, and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under the section titled “Terms of the Issue” on page 186 Applications for additional Warrants shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section “Basis of Allotment” on page 186.

Eligible Equity Shareholders who renounce their entitlements cannot apply for additional Warrants.

Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to a person resident outside India and having investment in an Indian company to make investment in rights equity shares issued by such company subject to certain conditions. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, subject to the conditions set out therein (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Warrants shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar on Email-Id: helpdesknum@mcsregistrars.com . It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Securities may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Securities under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchange. Further, Application Forms will be made available at Registered Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms

and conditions as may be stipulated by RBI while approving the Allotment. The Rights Securities purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Securities are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, OCBs have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and to obtain prior approval from RBI for applying in this Issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. by email to cinerad@gttsolutions.in at www.cineradcommunications.com

Applications by Overseas Corporate Bodies

By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies (“OCBs”), have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Warrants being offered but wish to renounce the same in favour of Renounee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). 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 and were not at any time subject to any adverse notice from the RBI, are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000, under the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renounee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered and Corporate Office, the OCB shall receive the Abridged Letter of Offer and the Application Form.

Procedure for Renunciation of Rights Entitlement

The Investors may renounce the Rights Entitlement, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange; or (b) through an off - market transfer, during the Period. The Investors should have the demat entitlements credited/lying in his/her own demat account prior to the renunciation.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlement through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlement. Investors who intend to trade in the Rights Entitlement should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied

for trading in Rights Entitlement. Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlement, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlement credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [●] subject to requisite approvals. The details for trading in Rights Entitlement will be as specified by the Stock Exchanges from time to time. The Rights Entitlement are tradable in dematerialized form only. The market lot for trading of Rights Entitlement is [●].

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., [●] to [●] (both days inclusive). The Investors holding the Rights Entitlement who desire to sell their Rights Entitlement will have to do so through their registered stock brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlement they intend to sell. The Investors can place order for sale of Rights Entitlement only to the extent of Rights Entitlement available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Investors may renounce the Rights Entitlement, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlement can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through offmarket transfer is completed in such a manner that the Rights Entitlement are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlement who desire to transfer their Rights Entitlement will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlement they intend to transfer. The buyer of the Rights Entitlement (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlement only to the extent of Rights Entitlement available in their demat account.

The instructions for transfer of Rights Entitlement can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlement through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Please note that the Rights Entitlement which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Applications on Plain Paper under ASBA process

An Eligible Equity Shareholder who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, Manager to the Issuer or from the website of the Registrar, can make an Application to subscribe to the Issue on plain paper through ASBA process. Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlement and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently, may make an Application to subscribe to the Issue on plain paper, along with an account payee cheque or demand draft drawn at par, net of bank and postal charges, payable at Bengaluru and the Investor should send such plain paper Application by registered post directly to the Registrar to the Issue. For details of the mode of payment, see “Modes of Payment” on page 186.

The envelope should be super scribed “Cinerad Communications Limited – Rights Issue” and should be postmarked in India. The application on plain paper, duly signed by the Eligible Equity Shareholders including joint holders, in the same order and as per the specimen recorded with our Company/Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

- Name of our Issuer, being [•];
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/ DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option preferred - only Demat form;
- Number of Warrants entitled to;
- Number of Warrants applied for;
- Number of Additional Warrants applied for, if any;
- Total amount paid at the rate of ₹ [•] per Rights Warrants;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Warrants applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- Additionally, all such Applicants are deemed to have accepted the following:

“I/We understand that the Warrants have been, and will be, registered under the United States Securities Act of 1933, as amended (“US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (“United States”) or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act (“Regulation S”). I/ we understand the Warrants referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and

under no circumstances is to be construed as, an offering of any Warrants for sale in the United States, or as a solicitation therein of an offer to buy any of the said Warrants in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of us have reason to believe is a resident of the United States “U.S. Person” (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.”

“I/ We will not offer, sell or otherwise transfer any of the Rights Warrants which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.”

“ I/ We understand and agree that the Warrants may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.”

“I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Warrants, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Warrants and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.”

“I/We acknowledge that the Company their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

In cases where multiple Application Forms are submitted for Applications pertaining to Warrants credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at . Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Last date for Application

The last date for submission of the duly filled in Application Form is [●]. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date.

If the Application together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue or the Registrar on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Warrants hereby offered, as provided under “Terms of the Issue - Basis of Allotment” on page 186.

Modes of Payment

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchanges, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their Application at the time of the submission of the Application Form.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

All payments against the Application Forms shall be made only through ASBA facility or internet banking. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

Mode of payment for Resident Investors

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

Mode of payment for Non-Resident Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Right Entitlements ; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of hRight Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at helpdesk@mcsregistrars.com

As regards Applications by Non-Resident Investors, the following conditions shall apply:

- Individual non-resident Indian Applicants who are permitted to subscribe to Warrants by applicable local securities laws can obtain Application Forms on the websites of the Registrar or our Company.

Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions where the offer and sale of the Warrants is permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Warrants is permitted under laws of such jurisdictions and in each case who make a request in this regard.

- Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlement and Warrants may be restricted by applicable securities laws.
- Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.
- Eligible Non-Resident Equity Shareholders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Warrants shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Warrants and issue of letter of allotment. If an NR or NRI Investors has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form.
- In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. In case Equity Shares are allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares in the Issue.

Procedure for application by Resident Eligible Equity Shareholders holding Equity Shares in physical form
Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Warrant in their respective demat accounts at least one day before the Issue Closing Date.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

1. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date. Alternatively the same can be uploaded in the website of the Registrar i.e., www.mcsregistrars.com.
2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlement of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
3. The remaining procedure for Application shall be same as set out in “Application on Plain Paper under ASBA process” beginning on page 186.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT

LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR WARRANTS AGAINST THEIR EQUITY SHARES WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Allotment of the Warrants in Dematerialized Form

PLEASE NOTE THAT THE WARRANTS APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE.

FOR DETAILS, SEE “ALLOTMENT ADVICES/ /UNBLOCKING OF ASBA ACCOUNTS” ON on page 186.

General instructions for Investors

- a) Please read this Draft Letter of Offer, Letter of Offer and Application Form carefully to understand the Application process and applicable settlement process.
- b) In accordance with the SEBI Rights Issue Circulars, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be eligible to make an Application for Warrants against their Equity Shares with respect to the equity shares held in physical form.
- c) Please read the instructions on the Application Form sent to you.
- d) The Application Form can be used by both the Eligible Equity Shareholders and the Renounees.
- e) Application should be made only through the ASBA facility.
- f) Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, and the Application Form are liable to be rejected.
- g) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section “Application on Plain Paper under ASBA process” on page 186.
- h) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.
- i) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
- j) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- k) Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- l) Application forms supported by the amount blocked from a third party bank account
- m) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.
- n) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Warrants pursuant to this Issue shall be made into the accounts of such Investors.

- o) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- p) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- q) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- r) All communication in connection with Application for the Warrants, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- s) Only persons outside restricted jurisdictions and who are eligible to subscribe for Warrants under applicable securities laws are eligible to participate.
- t) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.
- u) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.
- v) In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Additional general instructions for Investors in relation to making of an Application

- a) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Draft Letter of Offer and the Application Form are liable to be rejected. The Application Form must be filled in English.
- b) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("Demographic Details") are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor

as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

- c) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- d) Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- e) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- f) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- g) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- h) Do not pay the Application Money in cash, by money order, pay order or postal order.
- i) Do not submit multiple Applications.
- j) No investment under the FDI route (i.e any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.
- k) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Do's:

- a. Ensure that the Application Form and necessary details are filled in.
- b. Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act.
- c. Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("Demographic Details") are updated, true and correct, in all respects.
- d. Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:

- a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- d) Do not pay the Application Money in cash, by money order, pay order or postal order.
- e) Do not submit multiple Applications.

Do's for Investors applying through ASBA:

- a) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Warrants will be Allotted in the dematerialized form only.
- b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- c) Ensure that there are sufficient funds (equal to {number of Warrants (including additional Warrants) applied for} X {Application Money of Warrants}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.
- e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form.

Don'ts for Investors applying through ASBA:

- a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- b) Do not send your physical Application to the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.

Grounds for Technical Rejection Applications made in this Issue are liable to be rejected on the following grounds:

- a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- c) Sending an Application to our Company, the Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.
- d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- f) Account holder not signing the Application or declaration mentioned therein.
- g) Submission of more than one Application Form for Warrants available in a particular demat account.
- h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer.
- m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.

- n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Warrants.
- p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
- q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- r) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR WARRANTS IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. By signing the Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Warrants are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

Multiple Applications

A separate Application can be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Applications shall not be treated as multiple applications.

In cases where multiple Applications are submitted, including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected (other than multiple applications submitted by any of the Promoter as described in Capital Structure – Intention and extent of participation by our Promoter in the Issue ”on page 43).

Underwriting

The Issue is not underwritten.

Withdrawal of Application an Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor may withdraw their Application post the Issue Closing Date.

Issue Schedule

Issue Opening	[●]
Date Last date for receiving requests for Application Form and [●] Letter	[●]
Issue Closing Date	[●]
Finalising the basis of allotment with the Designated Stock Exchange	[●]
Date of Allotment (on or about)	[●]
Initiation of refunds	[●]
Date of credit (on or about)	[●]
Date of listing (on or about	[●]

Note: [●]

Basis of Allotment

Subject to the provisions contained in this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Application Form, the Articles of Association of our Company and the approval of the Designated Stock Exchange, our Board will proceed to allot the Warrants in the following order of priority:

- a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Warrants either in full or in part and also to the Renouncee(s) who has/have applied for Warrants renounced in its/their favor, in full or in part, as adjusted for fractional entitlement.
- b) As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored, therefore those Equity Shareholders holding less than [●] ([●]) Equity Shares would be entitled to ‘Zero’ Warrants under this Issue, Application Form with ‘Zero’ entitlement will be send to such shareholders. Such Eligible Equity Shareholders are entitled to apply for Additional Warrants and would be given preference in the allotment of 1 (One) Rights Warrants if, such Equity Shareholders have applied for the Additional Warrants, subject to availability of Warrants post allocation towards [●] applied for. Allotment under this head shall be considered if there are any un-subscribed Equity Shares after Allotment under (a) above. If the number of Warrants required for Allotment under this head is more than number of Warrants available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

- c) Allotment to the Eligible Equity Shareholders who have applied for the full extent of their Warrants and have also applied for Additional Warrants shall be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are unsubscribed Warrants after making full Allotment under (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment. (d) Allotment to Renouncees who having applied for all the Warrants renounced in their favour and also have applied for Additional Warrants provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Warrants shall be made on a proportionate basis as part of the Issue and will not be a preferential allotment.
- d) Allotment to any other person that our Board may deem fit provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.
- e) After taking into account Allotment to be made under (a) to (e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed' for the purpose of Regulation 3(1)(b) of the SEBI Takeover Regulations.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Designated Branches, a list of the ASBA Investors who have been Allotted Warrants in the Issue, along with:

- a) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA Application;
- b) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- c) The details of rejected ASBA Applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

Allotment Advices/ /Unblocking of ASBA accounts

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Rights Warrants to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 1 day from the finalisation of Basis of allotment T+1, T being the date of approval of basis of allotment. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 1 day' period.

Investors residing at centers where clearing houses are managed by the RBI will get refunds through National Automated Clearing House ("NACH") except where Investors have not provided the details required to send electronic refunds or where the investors are otherwise disclosed as applicable or eligible to get refunds through direct credit and real-time gross settlement ("RTGS").

In case of those investors who have opted to receive their Warrants in dematerialized form using electronic credit under the depository system, and the Allotment advice regarding their credit of the Warrants shall be sent at the address recorded with the Depository. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post or email intimating them about the mode of credit of refund within 15 days of the Issue Closing Date.

The letter of allotment or refund order would be sent by registered post, email or speed post to the sole/ first Investor's address or the email address provided by the Eligible Equity Shareholders to our Company. Such refund orders would be payable at par at all places where the Applications were originally accepted. The same would be marked 'Account Payee only' and would be drawn in favor of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.

In the event, our Company fails to obtain listing or trading permission from the Stock Exchanges, we shall refund the entire proceeds of the Issue within four days of receipt of intimation from the Stock Exchanges rejecting the application for listing of Equity Shares, and if any such money is not repaid within four days after our Company becomes liable to repay we shall, on and from the expiry of the fourth day, be liable to repay that money with interest at the rate of fifteen per cent. per annum.

Payment of Refund

Mode of making refunds

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

1. Unblocking amounts blocked using ASBA facility;
2. National Automated Clearing House ("NACH") – NACH is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centers specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centers where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the Depositories), except where the Applicant is otherwise disclosed as eligible to get refunds through NEFT, Direct Credit or RTGS.
3. National Electronic Fund Transfer ("NEFT") – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code ("IFSC Code"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, such MICR number and the bank account number will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
4. Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for such refund would be borne by our Company.
5. RTGS – If the refund amount exceeds ₹ 200,000, Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event such IFSC Code is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for such refund would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.
6. For all other Investors, the refund orders will be dispatched through speed post or registered post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.
7. Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force, and is permitted by SEBI from time to time.

Refund payment to Non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Printing of Bank Particulars on Refund Orders

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders or refund warrants which can then be deposited only in the account specified. Our Company will, in no way, be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

Allotment advice or Demat Credit The demat credit of securities to the respective beneficiary accounts or the demat suspense account (pending with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

PLEASE NOTE THAT THE WARRANTS APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE RESIDENT ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT WHERE THE CREDIT OF THE WARRANTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Warrants in dematerialized (electronic) form.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES OF OUR COMPANY CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Warrants in the Issue in the electronic form is as under:

- Open a beneficiary account with any Depository Participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for each such holding. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
- It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
- The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
- If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Warrants and the Application Form will be rejected.
- The Warrants will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders whose Equity Shares are with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Warrants to the Applicant's depository account.

- Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Warrants in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
- Non-transferable allotment advice/ refund orders will be sent directly to the Investors by the Registrar to the Issue. \
- Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue for further details, please refer to “Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form” on page 186.

Investment by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the multiple entities having common ownership, directly or indirectly, of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of FEMA Rules, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of a company on a fully-diluted basis and the total holdings of all FPIs put together shall not exceed 24% of the paid-up equity share capital of a company on a fully diluted basis.

Further, pursuant to the FEMA Rules the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Issue are advised to use the ASBA Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, only Category I FPIs, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised Stock Exchanges in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons eligible to be registered as Category I FPIs; and (ii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms. An FPI may transfer offshore derivative instruments to persons compliant with the requirements of Regulation 21(1) of the SEBI FPI Regulations and subject to receipt of consent, except where pre-approval is provided.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Investment by Systemically Important Non-Banking Financial Companies (NBFC – SI)

In case of an application made by Systemically Important NBFCs registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Investment by AIFs, FVCIs and VCFs

The SEBI (Venture Capital Funds) Regulations, 1996, as amended (“SEBI VCF Regulations”) and the SEBI (Foreign Venture Capital Investor) Regulations, 2000, as amended (“SEBI FVCI Regulations”) prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI (Alternative

Investments Funds) Regulations, 2012 (“SEBI AIF Regulations”) prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue.

Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations.

Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

Applications will not be accepted from FPIs in restricted jurisdictions.

FPIs which are QIBs, Non-Institutional Investors or whose application amount exceeds ₹ 2 lakhs can participate in the Rights Issue only through the ASBA process. Further, FPIs which are QIB applicants and Non-Institutional Investors are mandatorily required to use ASBA, even if application amount does not exceed ₹ 2 lakhs.

Investment by NRIs

Investments by NRIs are governed by Rule 12 of FEMA Rules. Applications will not be accepted from NRIs in Restricted Jurisdictions.

NRIs may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRIs who intend to make payment through NRO accounts shall use the Application form meant for resident Indians and shall not use the Application forms meant for reserved category.

As per Rule 12 of the FEMA Rules read with Schedule III of the FEMA Rules, an NRI or OCI may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised Stock Exchanges in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will 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 will 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. 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 Mutual Funds

Applications made by asset management companies or custodians of Mutual Funds should clearly and specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

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 case

of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Procedure for applications by Systemically Important NBFCs

In case of application made by Systemically Important NBFCs registered with the RBI, (i) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (ii) networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- (i) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (ii) 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
- (iii) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lakhs or with both.

Dematerialised Dealing

Our Company has entered into tripartite agreements each dated [●] with NSDL and CDSL, respectively, and our Warrant bear the ISIN:[●].

Disposal of Applications and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form would generate an electronic acknowledgment to the Eligible Equity Shareholders upon submission of the Application. Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Warrants Allotted, will be unblocked in the

respective ASBA Accounts of the Investor within a period of 15 days from the Issue Closing. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Utilization of Issue Proceeds

Our Board of Directors declares that:

- a) All monies received out of the Issue shall be transferred to a separate bank account;
- b) Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- d) Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Warrants Allotted in the Issue is received.

Undertakings by our Company

Our Company undertakes the following:

- (i) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
- (ii) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Warrants are to be listed will be taken within the time prescribed by the SEBI.
- (iii) The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- (iv) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- (v) Other than any Equity Shares that may be issued pursuant to exercise options under the, no further issue of securities affecting our Company's Equity Share capital shall be made until the Warrants are listed or until the Application Money is refunded on account of non-listing, under subscription etc.
- (vi) In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- (vii) Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to nonASBA Applications while finalizing the Basis of Allotment.
- (viii) At any given time, there shall be only one denomination for the Warrants of our Company.
- (ix) Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
- (x) Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Draft Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

Minimum subscription The objects of the Issue involve financing other than financing of capital expenditure for a project and our Promoter has undertaken to (i) subscribe to the full extent of their respective Warrantss, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR; and (ii) have also confirmed that they shall not renounce their Rights s. Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue is not applicable.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer will be filed with the Stock Exchanges and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

Withdrawal of the Issue

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, Our Company, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue anytime after the Issue Opening Date, a public notice within two (2) Working Days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared and the Stock Exchanges will also be informed promptly.

The Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the stock exchanges where the Equity Shares may be proposed to be listed.

Important

Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Draft Letter of Offer Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected. It is to be specifically noted that this Issue of Warrants is subject to the risk factors mentioned in “Risk Factors” on page 25.

All enquiries in connection with this Draft Letter of Offer, the Letter of Offer or Application Form and the Draft Letter of Offer must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and subscribed “CCL – Rights Issue” on the envelope to the Registrar at the following address:

MCS Share Transfer Agent Limited

Address: 3B3, 3rd Floor, B-Wing, Gundecha Onclave Premises Co-op. Society Ltd. Kherani Road, Saki Naka, Andheri (E), Mumbai – 400 072

E-mail: helpdesknum@mcsregistrars.com

Website: www.mcsregistrars.com

Investor Grievance e-mail: anils@mcsregistrars.com

Contact Person: Mr. Anil Shinde

The Issue will remain open for a minimum period of 7 (seven) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date)

Restrictions of Foreign Ownership of Indian Securities

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“**FDI**”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“**DPIIT**”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“**FDI Circular**”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails.

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 falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

The Rights Warrants purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Warrants are issued on rights basis. The above information is given for the benefit of the Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Warrants applied for do not exceed the applicable limits under laws or regulations.

As per the existing policy of the Government of India, erstwhile OCBs cannot participate in this Issue. OCBs or Overseas Corporate Bodies have been de-recognised as a class of investor entity in India with effect from September 16, 2003.

Overseas Corporate Body means a company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least sixty per cent by Non-Resident Indians and includes overseas trust in which not less than sixty percent beneficial interest is held by Non-resident Indians directly or indirectly but irrevocably, which was in existence as on September 16, 2003 and was eligible to undertake transactions pursuant to the general permission granted under FEMA. Any investment made in India by such entities will be treated as investments by incorporated non-resident entities, i.e. a foreign company.

The Issue, if renounced by our shareholders, may include offers within India, to Indian institutional, non-institutional and retail investors in offshore transactions as defined in, and made in reliance upon exemptions from

the registration requirements under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), including the exemption under Regulation S ("**Regulation S**") of the U.S. Securities Act.

RESTRICTIONS ON PURCHASES AND RESALES

General Eligibility and Restrictions

No action has been taken or will be taken to permit a public offering of the Rights Entitlements or the Issue of Warrants in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer, its accompanying documents or any other material relating to our Company, the Rights Entitlements or the Equity Shares in any jurisdiction where action for such purpose is required, except that this Draft Letter of Offer will be filed with SEBI and the Stock Exchange.

The Rights Entitlements and the Issue of Warrants have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States.

The Rights Entitlements or the Warrants may not be offered or sold, directly or indirectly, and none of this Draft Letter of Offer, its accompanying documents or any offering materials or advertisements in connection with the Rights Entitlements or the Warrants may be distributed or published in or from any country or jurisdiction except in accordance with the legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Equity Shares, applying for excess Equity Shares or making any offer, sale, resale, pledge or other transfer of the Rights Entitlements or the Warrants .

This Draft Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Warrants, or who purchases the Rights Entitlements, or Warrants shall do so in accordance with the restrictions in their respective jurisdictions.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Warrants applied for do not exceed the applicable limits under laws or regulations.

Statutory and Other Information

Please note that the Warrants applied for under this Issue shall be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor as on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date.

Material Contracts and Documents for Inspection

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available on the website of the Company at www.cineradcommunications.com from the date of this Draft Letter of Offer until the Issue Closing Date.

1. Material Contracts for the Issue

- Registrar Agreement dated August 01 2024, entered into amongst our Company and the Registrar to the Issue.
- Escrow Agreement dated [●] amongst our Company, the Registrar to the Issue and the Banker to the Issue.

2. Material Documents

- Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.
- Annual Reports of the Company for the past five years.
- Certificate of incorporation dated September 17, 1986.
- Fresh certificate of incorporation dated November 01, 1994 issued by Ministry of Corporate Affairs, pursuant to change of name of our Company to ‘Cinerad Communications Limited’.
- Prospectus dated February 22, 1995 filed with SEBI, Stock Exchange, RoC and other regulatory authorities during the initial public offering of our Company.
- Resolution of the Board of Directors dated May 29, 2024 in relation to the Issue authorization.
- Resolution of the Board of Directors dated approving and adopting this Draft Letter of Offer.
- Resolution of the Board of Directors dated [●] approving and adopting the Letter of Offer.
- Resolution of our Rights Issue Committee / Board dated 19th September 2024, finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio.
- Consents of our Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Legal Advisor, the Registrar to the Issue for inclusion of their names in the Draft Letter of Offer.
- Consents from the Statutory Auditors, 19th September 2024 to include its name as required under Section 26(1) of the Companies Act, 2013 in this Draft Letter of Offer and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of the Restated Consolidated Financial Information and the examination report dated 19th September 2024 issued thereon.
- The examination reports dated 19th September 2024 on our Company’s Restated Financial Statements for the Fiscals 2024, 2023, and 2022.
- Statement of Special Tax Benefits dated 19th September 2024 available to our Company and its shareholders under the applicable laws in India issued by our Statutory Auditor.
- Tripartite Agreement dated February 14, 2017 between our Company, NSDL and the Registrar to the Issue.
- Tripartite Agreement dated February 11, 2017 between our Company, CSDL and the Registrar to the Issue.
- In principle listing approval dated [●] issued by BSE.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the, shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

Declaration

We hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF OUR COMPANY

Ganesh Natarajan
(Chairman)

Pankaj Samani
(Managing Director)

Kaushal Shah
(Non-Executive Non-Independent Director)

Nitin Neminath Patil
(Non-Executive Non-Independent Director)

Salil Sriram Shetty
(Non-Executive Independent Director)

Shantanu Jagannath Surpure
(Non-Executive Independent Director)

Ruchika Mehta
(Non-Executive Independent Director)

Chirag Samani
(Chief Finance Officer)

Samarjeetsinh Vikramsinh Ghatge
(Non-Executive Independent Director)