protean
Change *is* growth

PROTEAN eGOV TECHNOLOGIES LIMITED

(FORMERLY KNOWN AS NSDL e-GOVERNANCE INFRASTRUCTURE LIMITED)

Our Company was originally incorporated as 'National Securities Depository Limited' on December 27, 1995 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). Our Company was issued a certificate for commencement of business dated February 8, 1996 by the RoC. Pursuant to the scheme of arrangement between our Company and NSDL Depository Limited under Section 391 to 394 of Companies Act, 1956 ("**Scheme of Arrangement**"), the name of our Company was changed from 'National Securities Depository Limited' to 'NSDL e-Governance Infrastructure Limited' and a fresh certificate of incorporation was issued on December 19, 2012 by the RoC. The name of our Company was changed from 'NSDL e-Governance Infrastructure Limited' to 'Protean eGov Technologies Limited' pursuant to a shareholders' resolution dated October 28, 2021, to represent the full gamut of products and service offerings of the Company in the space of information technology solutions and extension into new markets, sectors and geographies, and a fresh certificate of incorporation was granted by the RoC on December 8, 2021. For further details in relation to the Scheme of Arrangement, see "*History and Certain Corporate Matters - Scheme of Arrangement between NSDL Depository Limited and our Company*" on page 148. For further details in relation to the changes in the name and registered office of our Company, see "*History and Certain Corporate Matters*" beginning on page 146.

Registered and Corporate Office: Times Tower, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra;
Telephone: +91 22 4090 4242; **Contact Person**: Maulesh Kantharia, Company Secretary and Compliance Officer; **E-mail**: cs@nsdl.co.in; **Website**: egov-nsdl.co.in; **Corporate Identity Number**: U72900MH1995PLC095642

OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER

INITIAL PUBLIC OFFER OF UP TO 12,080,140 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF PROTEAN eGOV TECHNOLOGIES LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") THROUGH AN OFFER FOR SALE OF UP TO 1,095,288 EQUITY SHARES BY IIFL SPECIAL OPPORTUNITIES FUND AGGREGATING UP TO ₹[●] MILLION, UP TO 762,998 EQUITY SHARES BY IIFL SPECIAL OPPORTUNITIES FUND SERIES 2 AGGREGATING UP TO ₹[●] MILLION, UP TO 353,160 EQUITY SHARES BY IIFL SPECIAL OPPORTUNITIES FUND SERIES 3 AGGREGATING UP TO ₹[●] MILLION, UP TO 945,694 EQUITY SHARES BY IIFL SPECIAL OPPORTUNITIES FUND SERIES 4 AGGREGATING UP TO ₹[●] MILLION, UP TO 736,899 EQUITY SHARES BY IIFL SPECIAL OPPORTUNITIES FUND SERIES 5 AGGREGATING UP TO ₹[●] MILLION, UP TO 430,748 EQUITY SHARES BY ADMINISTRATOR OF THE SPECIFIED UNDERTAKING OF THE UNIT TRUST OF INDIA AGGREGATING UP TO ₹[●] MILLION, UP TO 3,159,027 EQUITY SHARES BY NSE INVESTMENTS LIMITED AGGREGATING UP TO ₹[●] MILLION, UP TO 788,338 EQUITY SHARES BY HDFC BANK LIMITED AGGREGATING UP TO ₹[●] MILLION, UP TO 1,261,341 EQUITY SHARES BY AXIS BANK LIMITED AGGREGATING UP TO ₹[●] MILLION, UP TO 1,261,341 EQUITY SHARES BY DEUTSCHE BANK A.G. AGGREGATING UP TO ₹[●] MILLION, UP TO 575,802 EQUITY SHARES BY PUNJAB NATIONAL BANK AGGREGATING UP TO ₹[●] MILLION, UP TO 709,504 EQUITY SHARES BY UNION BANK OF INDIA AGGREGATING UP TO ₹[●] MILLION (THE "SELLING SHAREHOLDERS") AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE ("OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN [●] EDITIONS OF ENGLISH NATIONAL DAILY NEWSPAPER, [●], [●] EDITIONS OF HINDI NATIONAL DAILY NEWSPAPER, [●] AND [●] EDITIONS OF THE MARATHI DAILY NEWSPAPER [●] (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") FOR THE PURPOSE OF UPLOADING ON ITS WEBSITE.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, may for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("**SCSBs**"), other Designated Intermediaries and the Sponsor Bank, as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations and through a Book Building Process wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"). Our Company and the Selling Shareholders may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), out of which at least one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank account (including UPI ID (defined hereinafter) in case of RIBs) which will be blocked by the SCSBs, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" beginning on page 319.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹10. The Floor Price, Cap Price and Offer Price (determined and justified by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "*Basis for Offer Price*" beginning on page 78 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 21.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only statements expressly made by such Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholders assume no responsibility for any other statements, including, inter alia, any of the statements made by or relating to our Company, or the other Selling Shareholder or in relation to the Company's business in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchange. Our Company has received 'in-principle' approval from BSE for the listing of the Equity Shares pursuant to the letter dated [●]. For the purposes of the Offer, the Designated Stock Exchange shall be BSE. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance under Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 339.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
ICICI Securities	Equirus onward upward	IIFL SECURITIES	NOMURA	LINKIntime
ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India **Tel:** +91 22 6807 7100 **E-mail:** protean.ipo@icicisecurities.com **Investor grievance Id:** customercare@icicisecurities.com **Website:** www.icicisecurities.com **Contact person:** Rupesh Khant/ Monank Mehta **SEBI registration no.:** INM000011179	**Equirus Capital Private Limited** 12th Floor, C Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400 013 Maharashtra, India **Tel:** +91 22 4332 0700 **E-mail:** protean.ipo@equirus.com **Investor grievance Id:** investorsgrievance@equirus.com **Website:** www.equirus.com **Contact person:** Ankesh Jain **SEBI registration no.:** INM000011286	**IIFL Securities Limited#** 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India **Tel:** +91 22 4646 4600 **E-mail:** protean.ipo@iiflcap.com **Investor grievance Id**: ig.ib@iiflcap.com **Website:** www.iiflcap.com **Contact person:** Pinkesh Soni/ Dhruv Bhagwat **SEBI registration no:** INM000010940	**Nomura Financial Advisory and Securities (India) Private Limited** Ceejay House, Level 11, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli Mumbai 400 018 Maharashtra, India **Tel:** +91 22 4037 4037 **E-mail:** proteanipo@nomura.com **Investor grievance Id:** investorgrievances-in@nomura.com **Website:** www.nomuraholdings.com/company/group/asia/india/index.html **Contact person:** Vishal Kanjani **SEBI registration no.:** INM000011419	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park L.B.S. Marg Vikhroli (West) Mumbai 400 083 Maharashtra, India **Tel**: +91 22 49 18 6200 **E-mail**: protean.ipo@linkintime.co.in **Website**: www.linkintime.co.in **Investor grievance Id**: protean.ipo@linkintime.co.in **Contact person**: Shanti Gopalkrishnan **SEBI registration no**: INR000004058

BID/OFFER PROGRAMME	
BID/OFFER OPENS ON*	**[●]**
BID/OFFER CLOSES ON**	**[●]**

 # In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, IIFL Securities Limited will be involved only in marketing of the Offer. IIFL Securities Limited has signed the due diligence certificate and has been disclosed as BRLM for the Offer.

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

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

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TABLE OF CONTENTS

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, guidelines or policies as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, and the Depositories Act and the rules and regulations made thereunder. Further, Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document.

The terms not defined herein but used in "Statement of Possible Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "Basis for Offer Price", "History and Certain Corporate Matters", "Our Group Company", "Restated Consolidated Financial Information", "Outstanding Litigation and Material Developments", "Description of Equity Shares and Terms of the Articles of Association" and "Offer Procedure" beginning on pages 81, 85, 143, 78, 146, 171, 173, 291, 335 and 319, respectively, shall have the meanings ascribed to such terms in these respective sections.

General Terms

Term	Description
"our Company" or "the Issuer" or "the Company"	Protean eGov Technologies Limited (*formerly known as NSDL e-Governance Infrastructure Limited*), a public limited company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at Times Tower, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra
"we" or "us" or "our"	Unless the context otherwise indicates or implies, our Company together with its Subsidiaries, on a consolidated basis

Company and Selling Shareholder related terms

Term	Description
"Articles of Association" or "AoA"	Articles of association of our Company, as amended from time to time
Audit Committee	Audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Audit Committee*" beginning on page 158
"Auditors" or "Statutory Auditors"	Statutory auditor of our Company, namely, B S R & Associates LLP, Chartered Accountants
"Board" or "Board of Directors"	Board of directors of our Company, as described in "*Our Management*" beginning on page 151
"Chief Financial Officer" or "CFO"	Chief Financial Officer of our Company, namely, Tejas Desai
Committee(s)	Duly constituted committee(s) of our Board of Directors
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, Maulesh Kantharia. For details, see "*Our Management – Key Managerial Personnel*" beginning on page 166
Corporate Social Responsibility Committee	Corporate social responsibility committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, as described in "*Our Management – Corporate Social Responsibility Committee*" beginning on page 163
CRISIL/Industry Expert	CRISIL Limited
CRISIL Report	Report titled '*Assessment of large-scale IT infrastructure demand in India*', issued in December 2021 by CRISIL Limited available at https://www.egov-nsdl.co.in/disclosures_notice.html
Director(s)	Directors on our Board as described in "*Our Management*" beginning on page 151
Equity Shares	Equity shares of face value of ₹10 each of our Company
ESOP Scheme	NSDL e-Governance Infrastructure Limited – Employee Stock Option Plan 2017, as amended from time to time.
Group Company	The company identified as 'group company' in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations, as disclosed in "*Our Group Company*" beginning on page 171
Independent Directors	Independent directors on our Board, as described in "*Our Management*" beginning on page 151
IPO Committee	IPO committee of our Board, constituted to facilitate the Offer, and as described in "*Our Management – IPO Committee*" beginning on page 163
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company identified in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act as described in "*Our Management – Key Managerial Personnel*" beginning on page 166
Managing Director and Chief Executive Officer	Managing Director and Chief Executive Officer of our Company, namely, Suresh Kumar Sethi. For details, see "*Our Management*" beginning on page 151
Materiality Policy	The policy adopted by our Board on August 17, 2021 for identification of Group Companies, material outstanding civil litigations and outstanding dues to material creditors, in accordance with the disclosure

Term	Description
	requirements under the SEBI ICDR Regulations
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended
NEAAL	NSDL e-Governance Account Aggregator Limited
NEAPL	NSDL e-Governance Australia Pty Ltd
NEMSB	NSDL e-Governance (Malaysia) SDN, BHD
NEISL	NSDL e-Governance InfoSec Services Limited
NSDL	National Securities Depository Limited
NSEIL	NSE Investments Limited
Nomination and Remuneration Committee or "NRC Committee"	Nomination and remuneration committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Nomination and Remuneration Committee*" beginning on page 161
Non-Executive Directors	Non-executive directors on our Board, as described in "*Our Management*" beginning on page 151
Registered and Corporate Office	The registered and corporate office of our Company located at Times Tower, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra
"Registrar of Companies" or "RoC"	Registrar of Companies, Maharashtra at Mumbai
Restated Consolidated Financial Information	Restated consolidated financial information of our Company as at and for the three month periods ended June 30, 2021 and June 30, 2020, and as at and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, comprising (i) the restated consolidated balance sheet as at June 30, 2021, June 30, 2020, March 31, 2021, March 31, 2020 and March 31, 2019, (ii) the restated consolidated statement of changes in equity, the restated consolidated statement of cash flows for the three month periods ended June 30, 2021 and June 30, 2020, and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 and (iii) together with the summary statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI, as amended from time to time
Risk and Opportunities Management Committee	Risk and opportunities management committee of our Board, as described in "*Our Management – Risk and Opportunities Management Committee*" beginning on page 160
Scheme of Arrangement	NSDL Depository Limited and our Company filed a scheme of arrangement under Sections 391 to 394 of Companies Act, 1956 before the High Court of Judicature at Bombay to demerge the depository business and undertaking of our Company, and vest in NSDL Depository Limited
Selling Shareholders	Collectively, IIFL Special Opportunities Fund, IIFL Special Opportunities Fund Series 2, IIFL Special Opportunities Fund Series 3, IIFL Special Opportunities Fund Series 4, IIFL Special Opportunities Fund Series 5, NSE Investments Limited, Administrator of the Specified Undertaking of the Unit Trust of India, HDFC Bank Limited, Axis Bank Limited, Deutsche Bank A.G.*, Punjab National Bank and Union Bank of India **It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.*
Shareholder(s)	Holders of equity shares of our Company from time to time
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Stakeholders' Relationship Committee*" beginning on page 162
Subsidiaries	The subsidiaries of our Company as described in "*History and Certain Corporate Matters – Our Subsidiaries*" beginning on page 148
SUUTI	Administrator of the Specified Undertaking of the Unit Trust of India
Whole-time Director and Chief Operating Officer	Whole-time director on our Board, namely, Jayesh Waman Sule. For details, see "*Our Management*" beginning on page 151

Offer related terms

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot, Allotment or Allotted	Unless the context otherwise requires, transfer of the Equity Shares pursuant to the Offer to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers

Term	Description
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/Offer Period	One Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidder with an SCSB for blocking the Bid Amount mentioned in the ASBA Form and will include a bank account of RIBs linked with UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the RIB using the UPI Mechanism
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank, Refund Bank, Public Offer Bank and Sponsor Bank
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer. For details, see "*Offer Procedure*" beginning on page 319
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case may be, upon submission of the Bid
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be notified in [●] editions of English national daily newspaper, [●], [●] editions of Hindi national daily newspaper, [●] and [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our registered office is located), each with wide circulation. In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●],which shall be published in [●] editions of English national daily newspaper, [●], [●] editions of Hindi national daily newspaper, [●] and [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered and Corporate office is located), each with wide circulation
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus, provided that such period shall be kept open for a minimum of three Working Days

Term	Description
	Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer namely, ICICI Securities, Equirus Capital, IIFL Securities* and Nomura Financial Advisory and Securities ** In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, IIFL Securities Limited will be involved only in marketing of the Offer. IIFL Securities Limited has signed the due diligence certificate and has been disclosed as BRLM for the Offer.*
Broker Centres	The broker centres notified by the Stock Exchange where ASBA Bidders can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the website of the Stock Exchange (www.bseindia.com)
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
Client ID	The client identification number maintained with one of the Depositories in relation to demat account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as updated from time to time
"Confirmation of Allocation Note" or "CAN"	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, after the Anchor Investor Bid/Offer Period
Cut-off Price	The Offer Price finalised by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers which shall be any price within the Price Band Only RIBs are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father or husband, investor status, occupation, bank account details, PAN and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the website of the Stock Exchange (www.bseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIBs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account, in terms of the Red Herring Prospectus and the Prospectus, following which the Equity Shares will be Allotted in the Offer after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where relevant ASBA Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the website of the Stock Exchange (www.bseindia.com) as updated from time to time
Designated Stock Exchange	BSE Limited
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated December 24, 2021 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto

Term	Description
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow and Sponsor Bank Agreement	The escrow and sponsor bank agreement to be entered into between our Company, the Selling Shareholders, the Book Running Lead Managers, the Registrar to the Offer, the Banker(s) to the Offer and the Syndicate Members for, *inter alia*, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
Escrow Collection Bank(s)	Bank(s), which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, [●]
Equirus Capital	Equirus Capital Private Limited
First Bidder/Sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"General Information Document" or "GID"	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, the UPI Circulars and SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2021/47) dated March 31, 2021. The General Information Document shall be available on the website of the Stock Exchange, and the Book Running Lead Managers
GSTN	Goods and Services Tax Network
ICICI Securities	ICICI Securities Limited
IIFL Securities	IIFL Securities Limited* ** In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, IIFL Securities Limited will be involved only in marketing of the Offer. IIFL Securities Limited has signed the due diligence certificate and has been disclosed as BRLM for the Offer.*
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Proceeds of the Offer less Offer expenses. For details in relation to use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" beginning on page 76
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Nomura Financial Advisory and Securities	Nomura Financial Advisory and Securities (India) Private Limited
"Non-Institutional Bidders" or "NIBs"	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares, for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer comprising [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
"Non-Resident Indians" or "NRI(s)"	A non-resident Indian as defined under the FEMA Rules
"Offer" or "Offer for Sale"	The initial public offer of up to 12,080,140 Equity Shares for cash at a price of ₹[●] each, aggregating up to ₹[●] million, consisting of an Offer for Sale of up to 1,095,288 Equity Shares by IIFL Special Opportunities Fund aggregating up to ₹[●] million, up to 762,998 Equity Shares by IIFL Special Opportunities Fund Series 2 aggregating up to ₹[●] million, up to 353,160 Equity Shares by IIFL Special Opportunities Fund Series 3 aggregating up to ₹[●] million, up to 945,694 Equity Shares by IIFL Special Opportunities Fund Series 4 aggregating up to ₹[●] million, up to 736,899 Equity Shares by IIFL Special

Term	Description
	Opportunities Fund Series 5 aggregating up to ₹[●] million, up to 3,159,027 Equity Shares by NSE Investments Limited aggregating up to ₹[●] million, up to 430,748 Equity Shares by SUUTI aggregating up to ₹[●] million, up to 788,338 Equity Shares by HDFC Bank Limited aggregating up to ₹[●] million, up to 1,261,341 Equity Shares by Axis Bank Limited aggregating up to ₹[●] million, up to 1,261,341 Equity Shares by Deutsche Bank A.G.* aggregating up to ₹[●] million, up to 575,802 Equity Shares by Punjab National Bank aggregating up to ₹[●] million, up to 709,504 Equity Shares by Union Bank of India aggregating up to ₹[●] million **It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.*
Offer Agreement	The offer agreement dated December 24, 2021 entered into and between our Company, the Selling Shareholders, and the Book Running Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Offered Shares	Up to 12,080,140 Equity Shares aggregating to ₹ [●] million offered by the Selling Shareholders in the Offer for Sale
Price Band	The price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers and will be advertised [●] editions of English national daily newspaper, [●], [●] editions of Hindi national daily newspaper, [●] and [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our registered office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be available to the Stock Exchange for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account	The 'no-lien' and 'non-interest bearing' account to be opened, in accordance with Section 40(3) of the Companies Act with the Public Offer Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Offer Bank(s)	Bank(s) which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●]
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer comprising [●] Equity Shares which shall be allocated to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price. Our Company, and Selling Shareholders in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB portion to Anchor Investors on a discretionary basis
"QIBs" or "QIB Bidders" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Bid/Offer Opening Date shall be at least three Working Days after filing of the Red Herring Prospectus with the RoC and the Red Herring Prospectus will become the Prospectus upon filing with the RoC on or after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Refund Account(s) will be opened and in this case being, [●]
Registered Brokers	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids from relevant Bidders in terms of SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI

Term	Description
Registrar Agreement	Registrar agreement dated December 23, 2021 entered into and between our Company, the Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar to the Offer" or "Registrar"	Link Intime India Private Limited
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or "RII(s)" or "RIB(s)"	Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta) and Eligible NRIs
Retail Portion	The portion of the Offer being not less than 35% of the Offer comprising [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	The form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
"RTAs" or "Registrar and Share Transfer Agents"	The registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the website of the Stock Exchange at www.bseindia.com
SCORES	Securities and Exchange Board of India Complaints Redress System
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement namely, [●]
Share Escrow Agreement	Share escrow agreement to be entered into by and between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders for the purposes of credit of such Equity Shares to the demat accounts of the Allottees in accordance with the Basis of Allotment
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Bank	[●], being a Banker to the Offer registered with SEBI, appointed by our Company to act as a conduit between the Stock Exchange and NPCI in order to push the mandate collect requests and / or payment instructions of the RIBs using the UPI Mechanism, in terms of the UPI Circulars
Syndicate Agreement	Syndicate agreement to be entered into by and between our Company, the Selling Shareholders, the Registrar and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Members	The intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely [●]
"Syndicate" or "members of the Syndicate"	The Book Running Lead Managers and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	Underwriting agreement to be entered into by and between our Company, the Selling Shareholders and the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI PIN	Password to authenticate UPI transaction
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI

Term	Description
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI application and by way of a SMS for directing the RIB to such UPI mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	Process for applications by RIBs submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, 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/Offer Closing Date and the listing of the Equity Shares on the Stock Exchange, "Working Day" shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays in India, as per circulars issued by SEBI, including the UPI Circulars

Technical, Industry Related Terms or Abbreviations

Term	Description
API	Application Programming Interface
APY	Atal Pension Yojana
ASP	Application Service Provider
AUM	Assets Under Management
BFSI	Banking, Financial Services and Insurance
CBFC	Central Board of Film Certification
CMMI	Capability Maturity Model Integration
CRA	Central Record Keeping Agency
CST	Central Sales Tax
DLP	Data Loss Prevention
e-KYC	Electronic Know Your Client
e-Sign	Electronic Signature
e-TDS	Electronic Tax Deducted at Source
ELK	Elastic Search, Logstash and Kibana
ESG	Environmental, Social, and Corporate Governance
FIUs	Financial Information Users
GSP	GST Suvidha Provider
GST	Goods and Services Tax
ICT	Information and Communications Technology
IDEA	India Digital Ecosystem of Agriculture
ISO	International Organization for Standardization
IT	Information Technology
IT Act	Information Technology Act, 2000
ITAS	Integrated Tax Administration System
ITES	Information Technology Enabled Services
MSME	Micro, small and medium enterprises
MSP	Managed Services Provider
MVAT	Maharashtra Value Added Tax
NDEAR	National Digital Education Architecture
NDHM	National Digital Health Mission
NODE	National Open Digital Eco-system
NPD	Non-personal data
NPS	National Pension Scheme
OCEN	Open Credit Enablement Network
OEM	Original Equipment Manufacturer
OLTAS	Online Tax Accounting Systems
ONDC	Open Network Digital Commerce
OTRS	Open-Source Ticket Request System
PAN	Permanent Account Number
PDP Bill	Personal Data Protection Bill, 2019
PIN	Personal Identification Number
PSU	Public Sector Undertaking
R&D	Research and Development
RM	Ringgit Malaysia
RMS	Revenue Management System
SCAMPI	Standard CMMI Appraisal Method for Process Improvement

Term	Description
SOP	Security Operations Centre
TIN	Tax Information Network
UIDAI	Unique Identification Authority of India

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
"AS" or "Accounting Standards"	Accounting standards issued by the ICAI
Adjusted EBITDA	Adjusted EBITDA is defined as EBITDA less other income
Adjusted EBITDA Margin	Adjusted EBITDA Margin is the percentage of Adjusted EBITDA divided by revenue from operations
AGM	Annual General Meeting
"Bn" or "bn"	Billion
BSE	BSE Limited
CAGR	Compound annual growth rate
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated the October 15, 2020, effective from October 15, 2020
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*formerly known as Department of Industrial Policy and Promotion*)
EBITDA	Earnings before interest, taxes, depreciation and amortisation
EGM	Extraordinary general meeting
EPS	Earnings per share
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GDP	Gross domestic product
"GoI" or "Government" or "Central Government"	Government of India
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	The Income-tax Act, 1961
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
"Indian GAAP/IGAAP"	Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Accounting Standards) Rules, 2014, as amended
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT Act	The Information Technology Act, 2000
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
NACH	National Automated Clearing House
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
NBFC	Non-Banking Financial Companies
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
No.	Number

Term	Description
NPCI	National Payments Corporation of India
NR	Non-Resident
NRI	An individual resident outside India, who is a citizen of India.
NRO	Non- Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price to Earnings Ratio
PAT	Profit After Tax
PBT	Profit Before Tax
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
"Restated Consolidated Return on Net Worth" or "ROE"	Net profit / (loss) attributable to equity holders of the Company for the year / period divided by Restated net worth at the end of the year / period
Return on Capital Employed	Restated Earnings before Interest and Taxes divided by Restated Capital Employed
Restated Capital Employed	Restated Total assets less Restated Current Liabilities
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The *erstwhile* Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations.
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899
State Government	The government of a state in India
Stock Exchange	BSE
STT	Securities Transaction Tax
Systemically Important NBFC	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
U.S. Securities Act	U.S. Securities Act of 1933, as amended
"U.S." or "USA" or "United States"	United States of America
"USD" or "US$"	United States Dollars
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references to the "U.S.", "US", "U.S.A" or "United States" are to the United States of America and its territories and possessions.

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

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Consolidated Financial Information. For further information, see "*Restated Consolidated Financial Information*" beginning on page 173.

Restated Consolidated Financial Information of our Company as at and for the three month periods ended June 30, 2021 and June 30, 2020, and as at and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, comprising (i) the restated consolidated balance sheet as at June 30, 2021, June 30, 2020, March 31, 2021, March 31, 2020 and March 31, 2019, (ii) the restated consolidated statement of changes in equity, the restated consolidated statement of cash flows for the three month periods ended June 30, 2021 and June 30, 2020, and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 and (iii) together with the summary statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI, as amended from time to time, as approved by the Board of Directors of our Company at their meeting held on August 17, 2021, for the purpose of inclusion in this Draft Red Herring Prospectus.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Draft Red Herring Prospectus to a particular FY, Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you 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 Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS and other accounting principles, see "*Risk Factors – 59. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.' assessments of our financial condition*" beginning on page 45.

Unless the context otherwise indicates, any percentage amounts or ratios (excluding certain operational metrics), relating to the financial information of our Company in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Consolidated Financial Information.

Non-Generally Accepted Accounting Principles Financial Measures

Certain non-GAAP measures such as, EBITDA, Return on Net Worth, Return on Equity, Return on Capital Employed, Adjusted EBITDA, Adjusted EBITDA Margin and Net Asset Value Per Equity Share ("**Non-GAAP Measures**") presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. See "*Risk Factors – 49. We have in this Draft Red Herring Prospectus included certain* *non-GAAP financial and operational measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the IT / ITES industry. We rely on certain assumptions and estimates to calculate such measures, therefore such measures may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by other similar companies."* beginning on page 41.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 21, 119 and 259, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Consolidated Financial Information.

Currency and Units of Presentation

All references to:

- "AUD" or "A$" are to the Australian Dollar, the official currency of Australia;
- "RM" or "MYR" are to the Malaysian ringgit, the official currency of Malaysia;
- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000.

However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus in such denominations as provided in the respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Consolidated Financial Information in decimals have been rounded off to two decimal places. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Exchange Rates

This Draft Red Herring Prospectus contains conversion 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 Rupee and the US$ (in Rupees per US$):

(Amount in ₹, unless otherwise specified)

Currency	As at*				
	June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2020	March 31, 2019
1 AUD(1)	55.78	55.61	52.14	46.11	49.31
1 RM(1)	17.92	17.65	17.63	17.46	16.99
1 USD(2)	74.35	73.50	75.53	75.39	69.17

(1) (Source: www.exchangerates.org.uk)
(2) (Source: www.fbil.org.in)

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

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled "*Assessment of large-scale IT infrastructure demand in India*", of December 2021 prepared by CRISIL, which has been commissioned and paid by our Company for an agreed fee and publicly available information as well as other industry publications and sources. The CRISIL Report has been prepared at the request of our Company.

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, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate. Accordingly, investment decision should not be based solely on such information.

Disclaimer of CRISIL Limited

This Draft Red Herring Prospectus contains data and statistics from the CRISIL Report, available at https://www.egov-nsdl.co.in/disclosures_notice.html, which is subject to the following disclaimer:

"*CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Protean e-Gov Technologies Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL Ratings Limited / CRISIL Risk and Infrastructure Solutions Ltd (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL Ratings Limited / CRIS. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval.*"

None of our Subsidiaries, Directors and BRLMs are related parties of CRISIL Limited. For details of risks in relation to CRISIL Report, see "*Risk Factors – 48. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned by and paid for by us for the purposes of the Offer.*" on page 41.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) pursuant to Section 4(a) of the U.S. Securities Act and (b) outside the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.

Notice to Prospective Investors in the European Economic Area and the United Kingdom

This Draft Red Herring Prospectus has been prepared on the basis that all offers of Equity shares in Member States of the European Economic Area ("**EEA**") (each a "**Member State**") or the United Kingdom ("**UK**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of Equity Shares. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 of the European Parliament and Council EC (and amendments thereto). Accordingly, any person making or intending to make an offer within the EEA or the UK of Equity Shares which are the subject of the placement contemplated in the Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company or any of the members of the BRLMs to produce a prospectus for such offer. None of our Company and the BRLMs have authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the members of the Syndicate which constitute the final placement of Equity Shares contemplated in the Draft Red Herring Prospectus.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the MiFID II Product Governance Requirements) ("**Distributors**") should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal, or regulatory selling restrictions in relation to the Issue. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Equity Shares. Each Distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "project", "seek" "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. All statements in this DRHP that are not statements of historical fact are 'forward – looking statements'.

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

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

- Dependency on government departments and our relationship with GoI entities from which we derive a substantial portion of our revenue exposes us to risks inherent in doing business with them;

- Inadvertent disclosure of confidential information and sensitive data ;

- Unpredictability of global health epidemics, including the recent COVID-19 outbreak, and the continuing effect of the same;

- Inability to provide business solutions that meet our clients' requirements; and

- Any interruption or breakdown in telecommunications and information technology systems, networks and third party infrastructure we rely on or our technical systems.

- Failure to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology and in the industries on which we focus.

- If our pricing structures do not accurately anticipate the cost, complexity and duration of our work, then our contracts could be unprofitable.

For further details regarding factors that could cause actual results to differ from expectations, see "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 21, 85, 119 and 259, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

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

In accordance with the SEBI ICDR Regulations, our Company, and the Book Running Lead Managers will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Offer.

In accordance with regulatory requirements including requirements of SEBI and as prescribed under applicable law, each of the Selling Shareholders shall, severally and not jointly, ensure that the Bidders in India are informed of material developments, in relation to statements and undertakings specifically undertaken or confirmed by it in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares in the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchange. Only statements and undertakings which are specifically confirmed or undertaken by each Selling Shareholder in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder.

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Offer Procedure", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and Terms of the Articles of Association" beginning on pages 21, 51, 65, 76, 85, 119, 319, 291 and 335, respectively.

Primary business of our Company

We are a key IT-enabled solutions company in India (*Source: CRISIL Report*) engaged in conceptualizing, developing and executing nationally critical and population scale greenfield technology solutions. We partner with the government and have over 25 years of experience in creating digital public infrastructure and developing innovative citizen-centric e-governance solutions. We are among the leading Indian companies in the e-governance sector in terms of profitability, operating income, operating profit and operating profit margin in Fiscal 2020 (*Source: CRISIL Report*). We have been the chief architect and implementer of various critical and large-scale technology infrastructure projects in India (*Source: CRISIL Report*).

Primary business of the industry in which our Company operates

E-governance is the use of ICT to conduct government business and provide public services. The strategic objective of e-governance is to support and simplify governance for all parties: government, citizens and businesses. CRISIL Research expects domestic IT services' revenue to log a compounded annual growth rate of 6% - 8%. The growth will be led by technology and platform upgradation, and e-governance initiatives of the central and state governments. E-governance aims to make interactions between government and citizens, government and business enterprises, and inter-agency relationships more friendly, convenient, transparent, and economical. (*Source: CRISIL Report*)

Names of our Promoters

Our Company is a professionally managed company and does not have any identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act.

Offer size

Offer of Equity Shares by way of	Up to 12,080,140 Equity Shares aggregating up to ₹ [●] million
of which:	
(i) Offer for Sale by Selling Shareholders (1)(2)	Up to 12,080,140 Equity Shares aggregating up to ₹ [●] million

(1) *The Offer has been authorized by a resolution of our Board of Directors at their meeting held on December 3, 2021. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated December 23, 2021. For details on the consent of the Selling Shareholders in relation to the Offer for Sale, see "The Offer" beginning on page 51.*

(2) *Each of the Selling Shareholders, severally and not jointly, confirms that the Equity Shares being offered by such Selling Shareholder have been held for a period of at least one year immediately preceding the date of filing this Draft Red Herring Prospectus with the SEBI, and are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. The Selling Shareholders, severally and not jointly, confirm that they have authorised and consented to participate in the Offer for Sale, and to offer such number of Equity Shares aggregating up to ₹ [●] million, in the manner disclosed in "The Offer" beginning on page 51.*

Objects of the Offer

The Selling Shareholders will be entitled to the entire proceeds of the Offer after deducting the Offer expenses and applicable taxes thereon. Our Company will not receive any proceeds from the Offer. The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchange and to carry out the Offer for Sale of up to 12,080,140 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders. For further details, see "*Objects of the Offer*" on page 76.

Aggregate pre-Offer shareholding of Selling Shareholders

The aggregate pre-Offer shareholding of the Selling Shareholders as a percentage of the pre-Offer paid-up equity share capital of our Company is set out below:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Offer paid up equity share capital (%)
1.	IIFL Special Opportunities Fund	2,894,507	7.19
2.	IIFL Special Opportunities Fund Series 2	2,016,366	5.01
3.	IIFL Special Opportunities Fund Series 3	933,293	2.32
4.	IIFL Special Opportunities Fund Series 4	2,499,178	6.21
5.	IIFL Special Opportunities Fund Series 5	1,947,396	4.84
6.	NSE Investments Limited	10,018,000	24.88

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Offer paid up equity share capital (%)
7.	Administrator of the Specified Undertaking of the Unit Trust of India	2,732,000	6.78
8.	HDFC Bank Limited	2,000,000	4.97
9.	Axis Bank Limited	2,000,000	4.97
10.	Deutsche Bank A.G.*	2,000,000	4.97
11.	Punjab National Bank	913,000	2.27
12.	Union Bank of India	1,125,000	2.79
	Total	**31,078,740**	**72.36**

It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.

Our Company is a professionally managed company and does not have any identifiable promoter, or promoter group.

For further details, see "*Capital Structure*" beginning on page 65.

Summary of Financial Information

A summary of the financial information of our Company as per the Restated Consolidated Financial Information is as follows:

(*in ₹ million*)

Particulars	As of and for the Fiscal				
	June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2020	March 31, 2019
Equity share capital	401.39	401.39	400.08	400.08	400.05
Net Worth(1)	6,782.32	6,674.59	7,640.54	7,534.14	6,654.11
Revenue from operations	1,345.10	6,031.32	963.95	7,161.39	7,552.40
Profit after tax	101.81	921.85	116.76	1,218.54	1,235.30
Earnings per Equity Share					
- Basic	2.54	23.02	2.92	30.48	30.90
- Diluted	2.53	23.00	2.91	30.41	30.86
Net Asset Value Per Equity Share (₹)	168.97	166.65	190.98	188.33	166.35
Total borrowings (as per balance sheet)	Nil	Nil	Nil	Nil	Nil

(1) "Net Worth" means the aggregate value of the paid up share capital and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account but does not include reserves created out of revaluation of assets, amalgamation reserve, foreign currency fluctuation reserve, other comprehensive income and non-controlling interest of the Company at the end of the year.

Qualifications by the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

The Restated Consolidated Financial Information do not contain any qualifications by the Statutory Auditors.

Outstanding litigations and material developments

A summary of outstanding litigation proceedings involving our Company, Subsidiaries and Directors, if applicable, as of the date of this Draft Red Herring Prospectus is provided below.

Nature of cases	Number of cases	Total amount involved (in ₹ million)^
Litigation involving our Company		
Against our Company		
Other pending material litigation proceedings	1	685.11
Criminal cases	Nil	Nil
Action taken by statutory and regulatory authorities	Nil	Nil
Claims related to direct and indirect taxes	19	497.72
By our Company		
Other pending material litigation proceedings	Nil	Nil
Criminal cases	Nil	Nil
Claims related to direct and indirect taxes	Nil	Nil
Against our Director		
Other pending material litigation proceedings	Nil	Nil
Criminal cases	Nil	Nil
Action taken by statutory and regulatory authorities	Nil	Nil
Claims related to direct and indirect taxes	Nil	Nil

**To the extent quantifiable, excluding interest and penalty thereon.*

For further details, see "*Outstanding Litigation and Material Developments*" beginning on page 291.

Risk factors

Bidders should see "*Risk Factors*" beginning on page 21 to have an informed view before making an investment decision.

Summary of contingent liabilities and commitments

The details of our contingent liabilities are set forth in the table below:

(*in ₹ million*)

S. No.	Particulars	As at June 30, 2021	As at March 31, 2021
1.	On account of disputed demand raised by sales tax officer for MVAT and CST@	226.32	226.32
2.	Claims against the group not acknowledged as debts#	9.90	9.90
	Total	**236.22**	**236.22**

Note:
@ Demand raised by sales tax officer for MVAT and CST payable on services provided by the Company. The Company has filed an appeal before the Sales Tax Tribunal and paid a deposit of ₹14.20 Million under protest. The amounts assessed as contingent liability do not include interest that could be claimed by the authorities.
 # MVAT payable to seller on purchase of Times Tower premises

The details of our commitments are set forth in the table below:

(*in ₹ million*)

S. No.	Particulars	As at June 30, 2021	As at March 31, 2021
1.	Capital commitments	1.70	2.50
2.	Other commitments- Bank guarantee	78.52	78.52
	Total	**80.22**	**81.02**

For further details, see "*Restated Consolidated Financial Information – Annexure VI - Notes to the Restated Consolidated Financial Information - Note 31: Contingent liabilities*" on page 238.

Summary of related party transactions

(*in ₹ million*)

Particulars	As of and for the Fiscal				
	June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2020	March 31, 2019
Dividend paid	Nil	994.44	Nil	143.10	143.10
Short-term benefits*	12.23	143.00	24.60	86.70	74.20
Share based payment	3.60	7.52	0.50	4.21	9.22

** The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.*

For further details, see "*Restated Consolidated Financial Information – Annexure VI – Notes to the Restated Consolidated Financial Information – Note 26: Related Party Transactions*" beginning on page 235.

Financing Arrangements

There have been no financing arrangements whereby our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Further, our Company is a professionally managed company and does not have any identifiable promoter, or a promoter group.

Details of price at which specified securities were acquired by the Selling Shareholders, shareholders entitled with right to nominate directors or any other rights in the last three years preceding the date of this Draft Red Herring Prospectus

No specified securities were acquired by the Selling Shareholders, shareholders entitled with right to nominate directors or any other rights in the last three years preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

No Equity Shares were acquired by the Selling Shareholders in the one year preceding the date of this Draft Red Herring

Prospectus.

Weighted average price at which specified securities were acquired by the Selling Shareholders in the three years preceding the date of this Draft Red Herring Prospectus

No specified securities were acquired by the Selling Shareholders in the three years preceding the date of this Draft Red Herring Prospectus.

Average cost of acquisition of Equity Shares by the Selling Shareholders

The average cost of acquisition of Equity Shares held by the Selling Shareholders are set forth in the table below:

Name	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)
IIFL Special Opportunities Fund	2,894,507	950.10
IIFL Special Opportunities Fund Series 2	2,016,366	950.10
IIFL Special Opportunities Fund Series 3	933,293	950.10
IIFL Special Opportunities Fund Series 4	2,499,178	950.10
IIFL Special Opportunities Fund Series 5	1,947,396	950.10
NSE Investments Limited	10,018,000	55.00
Administrator of the Specified Undertaking of the Unit Trust of India	2,732,000	10.00*
HDFC Bank Limited	2,000,000	49.50*
Axis Bank Limited	2,000,000	112.00*
Deutsche Bank A.G.#	2,000,000	49.50*
Punjab National Bank	913,000	18.86^
Union Bank of India	1,125,000	26.00*

** Calculated based on the equity shares held by the Selling Shareholder prior to giving effect to the Scheme of Arrangement.*
^ Pursuant to the operation of the Punjab National Bank Scheme, 2020 with effect from April 1, 2020, issued by the Government of India, Oriental Bank of Commerce (one of our Shareholders) and United Bank of India were amalgamated into Punjab National Bank in terms of section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980. Accordingly, the Equity Shares held by Oriental Bank of Commerce were transferred to Punjab National Bank on June 15, 2020.
#It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.

Our Company is a professionally managed company and does not have any identifiable promoter, or a promoter group.

Details of pre-IPO Placement

Our Company does not contemplate any issuance of Equity Shares as a pre-Offer placement from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

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

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split / Consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Potential investors should carefully consider all the information in the Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, results of operations and financial condition could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this section. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 85, 119, 173 and 259, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.

Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 15.

Unless otherwise indicated or the context otherwise requires, the financial information for Fiscal 2019, 2020 and 2021 and the three months ended June 30, 2020 and June 30, 2021 included herein is derived from the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 173.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of large-scale IT infrastructure demand in India" dated December 2021 (the "CRISIL Report"), prepared and issued by CRISIL, appointed by us on May 12, 2021 and exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. A copy of the CRISIL Report is available on website of our Company at available at https://www.egov-nsdl.co.in/disclosures_notice.html. For more information, see "Risk Factors – 48. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned by and paid for by us for the purposes of the Offer. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate." on page 41. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 12.

1. ***We are dependent on and derive a substantial portion of our revenue from government entities and agencies and our relationship with GoI entities exposes us to risks inherent in doing business with them, which may adversely affect our business, results of operations and financial condition.***

Our business and revenues are substantially dependent on e-governance and other projects awarded by government establishments, including central, state and local authorities and agencies and public sector undertakings. As we grow our operations, we may continue to be reliant on revenues generated from contracts entered with such government agencies. Any adverse changes in government policies and budgetary allocation resulting from a change in government policies or priorities, could materially and adversely affect our financing, capital expenditure, revenues, or operations relating to our existing and proposed projects as well as our ability to participate in competitive bidding or negotiations for our future projects. For instance, we were appointed as one of the registrars of UIDAI for the purpose of enrolment of residents for allotment of Aadhaar. However, our engagement under this project was concluded in Fiscal 2019 and has not been renewed further. Further, any change to the tax and pension schemes of the GoI could impact our ability to collect tax information for the TIN project and function as the central recordkeeping agency for the NPS.

Given that we derive a significant portion of our revenue from government entities or agencies, we are exposed to various additional risks inherent in doing business with them, which may adversely affect our business, results of operations and financial condition. These risks include:

- participation in contracts with government entities could subject us to stricter regulatory and testing requirements which may increase our compliance costs;
- execution of the detailed definitive documentation and agreements with government entities or agencies may take a significant amount of time and cause delays;
- cancelation of empanelment with government entities or agencies. For example, we were empanelled with EXIM Bank as a contractor for engineering, procurement, and construction – information technology services and this empanelment has since been discontinued, with all projects to be provided on a tender basis;
- delays in project implementation and key initiatives where we have invested significant costs;
- delays in recovery of service charges due to time taken to complete internal processes by such entities and agencies;
- inability to complete projects in a timely manner;
- levy of liquidated damages due to our execution delays, which may adversely affect our profit margins;
- contracts with government entities or agencies are awarded to the lowest bidder that meets technical conditions of the tender, which makes winning such tenders difficult. In addition, if we have to lower our pricing in order to win tenders, it would exert pressure on our margins;
- the tender process is long and may be subject to significant delays and/or renegotiation of the terms of the bid or lowering the price for products and services included in the tender;
- political and economic factors such as pending elections, changes in leadership among key governmental decision makers, changes or delays in the implementation of government policies, revisions to tax policies can affect the number and terms of new government contracts signed;
- any disinvestment by the GoI of its shareholding in such entities could result in a change in business operations of such entities, which may impact existing or future business arrangements between our Company and such entities;
- terms and conditions of contracts, including requests for proposals and tenders tend to be more onerous and are often more difficult to negotiate than those for other commercial contracts; and
- in the event of any non-payment or delay in payment by such clients, we may be unable to make payments to our technology partners and other third-party contractors, who may initiate proceedings against our Company.

Further, payments from government entities or agencies may be, and have been, subject to delays, due to regulatory scrutiny and procedural formalities including with respect to determination on achievement of certain service milestones. To the extent that payments under our contracts with government entities are delayed, our cash flows may be impacted. Each of such risks may result in an adverse impact on our business, results of operation and financial condition.

2. Our reputation could be at risk and we may be liable to our clients or to regulators for damages caused by inadvertent disclosure of confidential information and sensitive data.

We are dependent on our information technology networks and systems to process, transmit, host and securely store electronic information and to communicate among our locations and with our clients, suppliers and partners. We are often required to collect and store sensitive or confidential client data. Security breaches, employee misappropriation, unauthorized access, human or technological error could lead to potential unauthorized disclosure of sensitive data, which in turn could jeopardize projects that are critical to the operations of our clients' businesses. The theft and/or unauthorized use or publication of our, or our clients', confidential information or other proprietary business information as a result of such an incident could adversely affect our reputation and competitive position. Any failure in the networks or computer systems used by us or our clients could result in a claim for substantial damages against us and significant reputational harm. Many of our client agreements do not limit our potential liability for breaches of confidentiality. Even if we are compliant with the industry standards, we may still not be able to prevent security breaches involving client transaction data. Any breach could cause clients to lose confidence in the security of our systems and choose not to use our products or services. Any security breach could expose us to risks of data loss, fines, litigation and liability and could seriously disrupt our operations and harm our reputation, any of which could adversely affect our business.

As a service provider servicing clients operating across a broad range of industries, we often have access to or are required to manage, utilize, collect and store sensitive data and may become subject to various regulatory regimes. These laws and regulations are increasing in complexity and number and change frequently. Scope and coverage of these regulations are vast and include various stakeholders that do not necessarily restrict applicability to a certain geography in which we operate, which may result in greater compliance risk and cost. If any person, including any of our employees, negligently disregards or intentionally breaches our established controls with respect to client or our data, or otherwise mismanages or misappropriates that data, we could be subject to significant litigation, monetary damages, regulatory enforcement actions, fines and/or criminal prosecution in addition to significant damage to our reputation. The monetary damages might not be subject to a contractual limit of liability or an exclusion of consequential or indirect damages and could be significant. In addition, our liability insurance, might not be sufficient in type or amount to cover us against claims related to security breaches, cyberattacks and other related breaches. Many of our contracts involve projects that are critical to the operation of our clients' businesses and provide benefits which may be difficult to quantify.

In addition, we collect and store personal information from clients in the course of doing business. The laws relating to protection of personal information have increased the costs of doing business and, if we fail to implement appropriate safeguards or we fail to detect and provide prompt notice of unauthorized access as required by some of these laws, we could be subject to potential claims for damages and other remedies. If we were required to pay any significant amounts in satisfaction of claims under these laws, or if we were forced to cease our business operations for any length of time as a result of our inability to comply fully with any such law, our business, operating results and financial condition could be adversely affected.

With the proposed enactment of the Personal Data Protection Bill, 2019 ("**PDP Bill**"), and the ongoing regulatory discussions regarding proposed Indian regulations to govern non-personal data, the privacy and data protection laws are set to be closely administered in India, and we may become subject to additional potential liability. The PDP Bill proposes a legal framework to govern the processing of personal data, where such data has been collected, disclosed, shared or otherwise processed within India, as well as any processing of personal data by the GoI, Indian companies, Indian citizens or any person or body of persons incorporated or created under Indian law. The PDP Bill defines personal data and sensitive personal data, prescribes rules for collecting, storing and processing of such data and creates rights and obligations of data-subjects and processors. Further, the PDP Bill was tabled in both houses of the Parliament on December 16, 2021 and we may have to adhere to additional compliance requirements if this is enacted. The GoI is also in the process of considering legislation governing non-personal data. In September 2019, the Ministry of Electronics and Information Technology of the GoI formed a committee of experts ("**NPD Committee**") to recommend a regulatory regime to govern non-personal data ("**NPD**"). The NPD Committee has released two reports which recommend, among other items, a framework to govern NPD (defined as any data other than personal data), access and sharing of NPD with the GoI and corporations alike who will undertake a 'duty of care' to the community to which the NPD pertains and a registration regime for "data businesses", meaning businesses that collect, process or store data, both personal and non-personal.

As part of our operations, we are required to comply with the Information Technology Act, 2000 (the "**IT Act**") and the rules thereof, which provide for civil and criminal liability including compensation to persons affected, penalties and imprisonment for various cyber-related offenses, including unauthorized disclosure of confidential information and failure to protect sensitive personal data. The GoI has implemented certain privacy laws, including the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011, which impose limitations and restrictions on the collection, use, disclosure and transfer of personal information. For further details, see "*Key Regulations and Policies in India*" on page 143.

Any failure in a client's system or breaches of security, regardless of our responsibility for such failure, could result in a claim for substantial damages against us and force us to incur significant expense for our defense or could require that we pay large sums in settlement. If unauthorized access to or disclosure of such data in our possession or control occurs or we otherwise fail to comply with applicable laws and regulations in this regard, we could be exposed to civil or criminal enforcement actions and penalties in connection with any violation of applicable data protection laws, as well as lawsuits brought by our clients, or our clients users or others for breaching contractual confidentiality and security provisions or data protection laws. Laws and expectations relating to data protection continue to evolve in ways that may limit our access, use and disclosure of sensitive data, and may require increased expenditures by us or may dictate that we not offer certain types of services.

The changed operating model to working from home due to the COVID-19 pandemic may increase the risk of confidential data breach as our employees will be accessing these data from home. While we have taken measures to implement suitable automated controls and educate our employees on the importance of security and the need to adhere to the highest levels of security standards, we may not be able to prevent all data breaches, there by resulting in loss of reputation or adverse financial impact due to resultant penalties or fines.

3. ***Our business, financial condition and results of operations may be materially adversely affected by global health epidemics, including the recent COVID-19 outbreak, and the continuing effect of the same cannot be predicted.***

In late 2019, COVID-19, commonly known as the "novel coronavirus", emerged and by March 11, 2020, was declared a global pandemic by the World Health Organization. Governments and municipalities around the world instituted measures in an effort to control the spread of COVID-19, including quarantines, shelter-in-place orders, school closings, travel restrictions, and closure of non-essential businesses. By the end of March, 2020 the macroeconomic impacts became significant, exhibited by, among other things, a rise in unemployment and market volatility.

With the outbreak of COVID-19, international stock markets have begun to reflect the uncertainty associated with the slow-down in the global economy and the reduced levels of international travel experienced since the beginning of January 2020, large declines in oil prices and the significant decline in the Dow Jones Industrial Average at the end of February 2020 and beginning of March 2020 was largely attributed to the effects of COVID-19. In addition, the wide-spread lockdowns implemented by various countries since March 2020 has further slowed-down the global economy and disrupted daily operations of most companies. If the spread of the COVID-19 continues to limit the level of economic activity globally, and in particular in India, this likely would negatively affect, and may materially negatively affect, our operating results, cash flow and business.

In order to contain the spread of COVID-19 virus, the GoI on March 24, 2020, had declared COVID-19 as a 'notified disaster' and imposed a nationwide lockdown announced on March 24, 2020. The lockdowns could have an impact on our internal controls, financial reporting as well as our ability to meet a number of our compliance requirements in a timely or quality manner. The rapid shift to a remote working environment creates inherent productivity, connectivity, and oversight challenges. Governmental restrictions have been inconsistent and it is not clear when a return to worksite locations or travel will be permitted or what restrictions will be in place in those environments. The extent and/ or duration of ongoing workforce restrictions and limitations could impact our ability to successfully provide our services, comply with various reporting requirements to the regulators in a timely manner, among others.

Some of the specific consequent risks related to the occurrence of COVID-19 that have impacted our operations include:

- Our profitability may be marginally impacted as some clients have sought price reductions or discounts. Our revenue from operations decreased by 15.78% from ₹ 7,161.39 million in Fiscal 2020 to ₹ 6,031.32 million in Fiscal 2021. We also witnessed an increase in provision for doubtful debts from ₹ 106.30 million in Fiscal 2020 to ₹ 292.00 million in Fiscal 2021 due to an increase in expected credit risk loss on long outstanding trade receivables;
- Our trade receivable turnover days increased from 107 days in Fiscal 2020 to 120 days in Fiscal 2021 primarily due to the temporary disruptions in certain of our customers' business operations caused by the COVID-19 outbreak;
- Many of our clients' and business partners business operations have been negatively impacted due to the economic downturn, resulting in postponement, termination, suspension of some ongoing projects with us and/or reduced demand for our services and solutions;
- Restrictions on travel has impacted our ability to assign and deploy people at required locations and times to deliver contracted services, thereby impacting our revenue and/or profitability;
- Our ability to execute growth strategies and expand into new products and services;
- We incurred unanticipated costs in ensuring our offices are safe and hygienic workplaces for our employees; and to enable employees to work from home; and
- We incurred additional costs in procuring and deploying hardware assets and technology infrastructure and data connectivity charges for remote working.

In addition to the above, other consequent risks related to the occurrence of COVID-19 that may impact us in future are:

- Members of our management team and employees could contract COVID-19 and may be required to quarantine or be hospitalised;
- Restrictions on travel, marketing events and in-person client meetings may result in sub-optimal branding and delays in our sales and commercial processes, affecting our revenue;
- Clients may invoke contractual clauses and/or levy penalties if we are unable to meet project quality, productivity and schedule service level agreements due to our employees working remotely;
- Our profitability may be negatively impacted if we are unable to eliminate fixed or committed costs in line with reduced demand. Additionally, any sudden change in demand may impact utilization in short term thereby impacting margins;
- Uncertainty as to what conditions must be satisfied before the government authorities completely lift 'stay-at-home' orders, across various states in India;
- Our exposure to cyber security and data privacy breach incidents may increase due to a large number of employees working remotely. This in turn can hinder our ability to continue services and/or operations, impacting revenue, profitability and reputation; and
- Our ability to procure services may be impacted as some of our vendors may not able to operate efficiently during a lockdown.

Further, our ability to ensure the safety of our workforce and continuity of operations while confirming with measures implemented by the central and state governments in relation to the health and safety of our employees may result in increased costs. In the event a member or members of our management team contract(s) COVID-19, our operations may be potentially affected. Risks arising on account of COVID-19 can also threaten the safe operation of our offices and impact the well-being of our employees.

Throughout March and May 2021, due to an increase in the number of daily COVID-19 cases, several state governments in India re-imposed lockdowns, curfews and other restrictions to curb the spread of the COVID-19 virus. As a result of the detection of new strains and subsequent waves of COVID-19 infections in several states in India as well as throughout various parts of the world, for example, the B.1.1.529 (Omicron) variant, we may be subject to further reinstatements of lockdown protocols or other restrictions, which may adversely affect our business operations. Given the rapidly changing implications of the spread of COVID-19, it is difficult to assess its impact on our business and results of operations at this time and we may not be able to quantify or accurately predict the same.

The ultimate impact of such a pandemic will depend on a number of factors, many of which are outside our control. These factors include the duration, severity and scope of the pandemic, the impact of the pandemic on economic activity in India and globally, the eventual level of infections in India or in the regions in which we operate, and the impact of any actions taken by governmental bodies or health organisations (whether mandatory or advisory) to combat the spread of the virus. There is also no assurance that the vaccines that are developed will be fully effective on any new variant of the COVID-19. If the COVID-19 outbreak progresses in ways that continue to disrupt our operations including through lockdowns and limited access to business resources, such disruption may adversely affect our operating results for Fiscal 2022 and possible subsequent periods.

4. ***We may not be able to provide business solutions that meet our clients' requirements, which could lead to clients discontinuing their work with us, which in turn could harm our business.***

We provide e-governance solutions that meet business requirements and offer our capabilities and expertise to the Central government and respective state governments, regulators, financial and non-financial institutions to create large scale e-governance solutions. Our IT enabled e-governance services generated revenue from operations of ₹ 7,552.40 million, ₹ 7,161.39 million, ₹ 6,031.32 million, ₹ 963.95 million and ₹ 1,345.10 million in Fiscal 2019, 2020 and 2021, and the three months ended June 30, 2020 and June 30, 2021, respectively, and accounted for all of our revenue from operations in each period. In recent years, we have been expanding the nature and scope of our engagements by extending the breadth of solutions and services that we offer, which include, for example, system integration services, data management, recordkeeping services, business process re-engineering, development of solutions architecture, data centre co-location services, managed services, digital design and analytics services, cloud related services, application development and maintenance, consulting and security and infrastructure management.

The increased breadth of our service offerings may result in larger and more complex client projects. This will require us to establish closer relationships with our clients and potentially with other technology service providers and vendors and require a more thorough understanding of our clients' operations. Our ability to establish these relationships will depend on a number of factors including the proficiency of our technology professionals and our management personnel. We may face challenges to successfully diversify and develop our services in response to evolving trends and demands may adversely affect our growth and negatively impact our profitability. Our service offerings may fail to accurately address our clients' or users requirements and may not generate the returns as anticipated. We may be required to discontinue such offering and we may not be able to recover the expenses incurred in developing and launching such offerings. For instance, our EZEEWILL service was launched in 2015 and was subsequently discontinued in 2019. Similarly, some of our offerings under NSDL GST services are intended to be phased out. There can be no assurance that there not be other services that will be discontinued in future. Thus, if we are unable to attain a thorough understanding of our clients' operations, our service offerings may not effectively meet client needs and jeopardize our client engagements, which may negatively impact our revenues and financial condition.

We are also faced with the risk that we be unable to manage the scale of increased operational load given that we handle large projects. Any inability to manage the scale of operations could cause clients to lose confidence in our offerings and may choose not to use our products or services. Further, it may also adversely impact our reputation as a provider of large scale solutions which may in turn adversely impact our financial condition and results of operations. Larger projects often involve multiple components, engagements or stages, and a client may choose not to retain us for additional stages or may cancel or delay additional planned engagements for various reasons unrelated to the quality of our services and outside of our control, such as the business or financial condition of our clients or the economy in general. Further, at the end of the term of the project, we may be required to participate in a fresh tender process for the existing project. In the event, we are unable to bid competitively or are not re-appointed, our financial condition, cash flows and results of operation could be adversely impacted. These terminations, cancellations or delays may make it difficult to plan for project resource requirements, which may have a negative impact on our profitability. Additionally, the business departments of our clients are increasingly making or influencing technology-related buying decisions. If we are unable to establish business relationships with these new buying centers, or if we are unable to articulate the value of our technology services to these business functions, our revenues may be adversely impacted.

5. ***We rely on telecommunications and information technology systems, networks and third party infrastructure to operate our business and any interruption or breakdown in such systems, networks or infrastructure of the third parties we rely on or our technical systems could impair our ability to effectively deliver our products and services.***

Our business is technology driven, and we rely on information technology and telecommunications systems and networks and related infrastructure. As such, our business operations and quality of our service depend on the efficient and uninterrupted operation and reliability of telecommunications and information technology systems and networks and related infrastructure. Our systems are vulnerable to damage or interruption as a result of natural disasters, power loss, telecommunications failure, technical failures, undetected errors or viruses in our software, corruption or loss of electronically stored data, disruption in communications access or infrastructure, electronic intrusion attempts, break-ins, sabotage, vandalism and other similar events. We cannot assure that our back-up and disaster recovery measures and business continuity planning would effectively eliminate or alleviate the risks arising from the above contingencies. In addition, our systems and software developed internally may contain undetected errors, defects or bugs, which we may not be able to detect and repair, in time or in a cost-effective manner, or at all. In such circumstances, we may be liable for all costs and damages, as we would not be entitled to any indemnification or warranty which we may have been provided if we had obtained such systems or software from third party professional providers. Any damage to or failure of our systems could lead to loss of data or interruptions or delays, thereby impairing our ability to effectively provide our services.

We may also face cyber threats such as (i) phishing and trojans - targeting our clients, wherein fraudsters send unsolicited mails to our clients seeking account sensitive information or to infect client machines to search and attempt ex-filtration of account sensitive information; (ii) hacking – wherein attackers seek to hack into our platform with the primary intention of causing reputational damage to us by disrupting services; (iii) data theft – wherein cyber criminals may attempt to intrude into our network with the intention of stealing our data or information; and (iv) advanced persistent threat – a network attack in which an unauthorized person gains access to our network and remains undetected for a long period of time with an intention to steal our data or information rather than to cause damage to our network or organization.

In addition, we rely upon cloud hosting service providers, which provides a distributed computing infrastructure platform for business operations, to operate certain aspects of our services, including our big data analytics application, and certain environments for development testing, training and demonstrations. Given this, along with the fact that we cannot easily switch our operations to another cloud provider, any disruption of or interference with our use of cloud servers would impact our operations and our business could be adversely impacted.

6. ***Our business will suffer if we fail to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology and in the industries on which we focus.***

The technology services market is characterized by rapid technological change, evolving industry standards, changing client preferences and new product and service introductions. Our future success will depend on our ability to anticipate these advances and develop new product and service offerings to meet client needs. We may fail to anticipate or respond to these advances on a timely basis, or, if we do respond, the services or technologies that we develop may not be successful in the marketplace. We have recently introduced, and propose to introduce, several new solutions involving artificial intelligence-based automation, blockchain, IoT, machine learning and other technologies. The complexity of these solutions, our inexperience in developing or implementing them and significant competition in the markets for these solutions may affect our ability to market these solutions successfully. In addition, the development of some of the services and technologies may involve significant upfront investments and the failure of these services and technologies may result in our inability to recoup some or all of these investments. Further, better or more competitively priced products, services or technologies that are developed by our competitors may render our services non-competitive or obsolete. The COVID-19 pandemic and the resultant economic downturn may result in reduced expenditure on ideating, incubating, developing and marketing new service offerings. This may in turn affect our long-term growth prospects.

7. ***If our pricing structures do not accurately anticipate the cost, complexity and duration of our work, then our contracts could be unprofitable.***

We negotiate pricing terms with our clients utilizing a range of pricing structures and conditions. Depending on the particular contract, we may use cost / project based pricing, transaction or services based pricing or hybrid model with features of both pricing models. Our pricing is highly dependent on the client and our internal forecasts and predictions about our projects and the marketplace.

In accordance with the bid documents, we offer a portion of our services on a pre-agreed lump sum / milestone based fee payment following completion of a defined set of activities / activities by our Company in line with the service level parameters agreed between the parties. We bear the risks of cost overruns, including increased costs of third parties, completion delays and wage inflation in connection with these projects, which may have a material adverse effect on our profitability.

There is a risk that we will underprice our contracts, fail to accurately estimate the duration, complexity and costs of performing the work or fail to accurately assess the risks associated with potential contracts. The risk is greatest when pricing our outsourcing contracts, as many of our outsourcing projects entail the coordination of operations and workforces in multiple locations, utilizing workforces with different skill sets and competencies across geographically-distributed service centers. Our pricing, cost and profit margin estimates on outsourced work frequently include anticipated long-term cost savings from transformational initiatives and other endeavors that we expect to achieve and sustain over the life of the outsourcing contract, but may not generate revenue in the short term.

We may also fail to obtain renewals or provide ongoing services, the loss of which prevents us from realizing from long-term cost savings. In particular, any increased or unexpected costs, or wide fluctuations compared to our original estimates, delays or failures to achieve anticipated cost savings, or unexpected risks we encounter in connection with the performance of this work, including those caused by factors outside our control, could make these contracts less profitable or unprofitable, which could have an adverse effect on our profit margin. For example, the conditions caused by the COVID-19 pandemic may affect the rate of client spending, including through increased requests by clients for price discounts and adverse impacts on our ability to provide on-site services to our clients or delays to the provisioning of our offerings, including due to travel restrictions imposed by many countries, could adversely affect our future revenues, operating results and overall financial performance.

8. ***Our client contracts can typically be terminated without cause, which could negatively impact our revenues and profitability.***

Our clients typically retain us on a non-exclusive, project-by-project basis. Many of our client contracts that are on a cost / project based model, on transaction / services based model or hybrid model, can be terminated with or without cause, between 30-days' and 90-days' notice. Our business is dependent on the decisions and actions of our clients, and there are a number of factors relating to our clients that are outside of our control, which might lead to termination of a project or the loss of a client, including:

- financial difficulties for a client including limited access to the credit markets, insolvency or bankruptcy;
- a change in strategic priorities, resulting in a reduced level of technology spending;
- a demand for price reductions; or an unwillingness to accept higher pricing due to various factors such as higher wage costs, higher cost of doing business;
- a change in outsourcing strategy by moving more work to the client's in-house technology departments or to our competitors;
- mergers and acquisitions;
- consolidation of technology spending by a client, whether arising out of mergers and acquisitions, or otherwise;
- sudden ramp-downs in projects due to an uncertain economic environment; or

Larger projects may involve multiple engagements or stages, and there is a risk that a client may choose not to retain us for subsequent stages or may cancel or delay subsequent planned engagements. Further, we may not be able to sell additional services to our existing clients. Termination of client relationships, particularly relationships with our significant clients, would have a material adverse effect on our business, results from operations and financial condition.

Further, the COVID-19 pandemic and a resulting prolonged economic downturn has heightened the risk that certain of our clients may invoke termination clauses to reduce their expenditure which could in turn affect our growth and profitability. Our inability to control the termination of client contracts could have a negative impact on our financial condition and results of operations.

9. There are pending litigations against our Company. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business, results of operations, cash flows and reputation.

Certain legal proceedings involving our Company are pending at different levels of adjudication before various courts, tribunals and authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties, we may need to make payments or make provisions for future payments, which may increase expenses and current or contingent liabilities and adversely affect our reputation.

A summary of outstanding litigation proceedings involving our Company as disclosed in "*Outstanding Litigation and Material Developments*" on page 291, in terms of the SEBI ICDR Regulations and the materiality policy approved by our Board pursuant to a resolution dated August 17, 2021, as of the date of this Draft Red Herring Prospectus is provided below:

Nature of cases	Number of cases	Total amount involved (in ₹ million)*
Litigation involving our Company		
Against our Company		
Other pending material litigation proceedings	1	685.11
Criminal cases	Nil	Nil
Action taken by statutory and regulatory authorities	Nil	Nil
Claims related to direct and indirect taxes	19	497.72
By our Company		
Other pending material litigation proceedings	Nil	Nil
Criminal cases	Nil	Nil
Claims related to direct and indirect taxes	Nil	Nil
Against our Director		
Other pending material litigation proceedings	Nil	Nil
Criminal cases	Nil	Nil
Action taken by statutory and regulatory authorities	Nil	Nil
Claims related to direct and indirect taxes	Nil	Nil

**To the extent quantifiable, excluding interest and penalty thereon.*

For further details see "*Outstanding Litigation and Material Developments*" on page 291. We cannot assure you that any of the outstanding litigation matters will be settled in our favour, or that no additional liability will arise out of these proceedings.

In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course or otherwise, in relation to our services, our technology and/or intellectual property, our branding or marketing efforts or campaigns or our policies. Actions or claims may also be initiated against us for any health problems or other consequences caused by the products offered by our partners, including any ingredients in such products, or on account of any issues faced during delivery. There can be no assurance that such complaints or claims will not result in investigations, enquiries or legal actions by any regulatory authority against us.

10. Any delay in the collection of our dues and receivables from our clients may have a material and adverse effect on our results of operations and cash flows.

Our business depends on our ability to successfully collect payment from our clients of the amounts they owe us for work performed. In Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2020 and June 30, 2021, our debtor cycle based on closing balances was approximately 88 days, 107 days, 120 days, 221 days and 142 days, respectively. In Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2020 and June 30, 2021, our trade receivables were ₹ 1,818.76 million, ₹ 2,107.14 million, ₹ 1,977.43 million, ₹ 2,367.63 million and ₹ 2,119.46 million, respectively, representing 24.08%, 29.42%, 32.79%, 245.62% and 157.57%, respectively, of our revenue from operations in such periods. We cannot assure you that we will be able to accurately assess the creditworthiness of our clients and will be able to collect the dues in time.

Macroeconomic conditions could also result in financial difficulties for our clients, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause clients to delay payment, request modifications of their payment terms, or default on their payment obligations to us, cause us to enter into litigation for non-payment, all of which could increase our receivables. In any such case, we might experience delays in the collection of, or be unable to collect, our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience delays in billing and collection for our services, our revenue and cash flows could be adversely affected.

11. If we are unable to meet our service level commitments, our reputation and results of operation could suffer.

Our services and solutions are typically subject to stringent requirements, extensive technical specifications and other obligations, as specified by our clients in their respective agreements with us. Most of our client contracts provide that we maintain certain service level commitments to our clients. If we fail to meet our service level commitments, we may be contractually obligated to pay the affected client a financial penalty, which varies by contract, and the client may in some cases be able to terminate its contract. In addition, if such a failure were to occur, there can be no assurance that our clients will not seek other legal remedies that may be available to them, including:

- requiring us to provide free services;
- seeking damages for losses incurred; and
- termination or non-renewal of contracts

Any of these events could materially increase our expenses or reduce our net revenue, which would have a material adverse effect on our reputation and results of operations. There may be situation where we may be unable to comply with service level commitments under our contracts on account of several factors including but not limited to changes in scope of the contracts, periodic revalidation of estimates and economic factors such has changes in tax laws or currency fluctuations. Our failure to meet our commitments could also result in substantial client dissatisfaction or loss. As a result of such client loss and other potential liabilities, our net revenue and results of operations could be materially and adversely affected. Our inability to meet our commitments in a timely manner or at all may also impact our ability to record our revenues which may adversely impact our results of operation, cash flows and financial condition.

Our clients may seek more favorable terms from us in our contracts, particularly in connection with clauses related to the limitation of our liability for damages resulting from unsatisfactory performance of services. Further, any damages resulting from such failure, particularly where we are unable to recover such damages in full from our insurers, may adversely impact our business, revenues and operating margins.

Further, our agreements also require us to indemnify our clients for losses arising out of, among other things, non-performance or breach of our obligations, infringement of intellectual property rights and gross negligence. In certain contracts, the liability could even extend beyond the contract value and for certain contracts, the capping of liability may not apply for instance in cases of security and/or data leakage, breach of confidentiality, customer claims of certain nature such as reputation loss, claims on account of breaches of regulations relating regulatory authorities, which are in the nature of consequential losses or indirect losses. We are also required under certain agreements to pay penalties and/or liquidated damages in the event of delays or other non-compliances.

Furthermore, we have provided performance bank guarantees under certain agreements to our clients in relation to our obligations. While there have not been any past instances of failure to perform our obligations under such agreements, including any non-compliance with such specifications, any such failure on our part in the future may lead to termination of the agreement, loss of business with such client, loss of reputation and loss of goodwill. Additionally, it could expose us to indemnity, monetary liability by way of penalties and liquidated damages and may further result in litigation proceedings, which could adversely affect our business, operations, our cash flows and financial condition.

12. ***Our business depends on a strong brand, and failing to maintain and enhance our brand would impact our ability to expand our business.***

We have recently changed the name of our Company from NSDL e-Governance Infrastructure Limited to Protean eGov Technologies Limited. Accordingly, our business and prospects are dependent on our ability to develop, maintain and strengthen the "*Protean*" brand. If we do not continue to establish, maintain and strengthen our brand, we may lose the opportunity to offer our e-governance and other solutions. To promote our brand, we may be required to change our branding practices, which could result in substantially increased expenses, including the need to use traditional and social media. If we do not develop and maintain a strong brand, our business, prospects, financial condition and operating results will be materially and adversely impacted

Our brand may be negatively impacted by a number of factors, including, among others, reputational issues and performance failures, some of which may be outside of our control. Any negative perception and publicity, whether or not justified, such as complaints in relation to quality of our services, could tarnish our reputation and reduce the value of our brand. Further, if we fail to maintain and enhance the quality of our brand, our business and operating results may be materially and adversely affected. Maintaining and enhancing our brand will depend largely on our ability to remain a technology leader and continue to provide high quality, innovative services and solutions to our clients**.**

Our revenues are also influenced by brand marketing and advertising. If our marketing and advertising programs are unsuccessful, the results of our operations could be materially and adversely affected. In addition, increased spending by our competitors on advertising and promotional activities or an increase in the cost of advertising in the markets in which we operate, could adversely affect our results of operations and financial condition. Moreover, a material decrease in our funds earmarked for advertising or an ineffective advertising campaign relative to that of our competitors, could also adversely affect our could have a material adverse effect on our business, results of operations, financial condition and prospects.

13. ***We depend on the continued service of our employees, and our business and growth prospects may be disrupted if we lose our employees' services or if employee costs increase.***

Our current and future success is dependent upon the continued service of our key management personnel and our employees. Our industry is characterized by high demand and increased competition for skilled employees, and we may need to offer in order to attract and retain our employees in the future. As of March 31, 2019, 2020 and 2021, we had 463, 450 and 454 permanent employees and as of June 30, 2020 and June 30, 2021, we had 448 permanent employees, each. Although, our attrition rate of our employees was 5.71%, 14.02%, 3.76%, 1.11% and 2.66% respectively, in Fiscal 2019, 2020 and 2021, and in the three months ended June 30, 2020 and June 30, 2021 respectively.

We may not be able to identify, attract or retain such employees with the skillsets we require in a timely manner, on commercially favourable terms or at all. Although we have employment agreements with members of our key management personnel and our permanent employees, we cannot assure you that we will be able to retain key members of our management team. If we are unable to offer competitive salaries to our employees, we may not be able to retain them. If one or more of our key personnel are unable or unwilling to continue in their present positions, or if they join a competitor or form a competing company, we may lose valuable operational, technical, business or other knowhow and expertise and we may not be able to replace them easily. Further, we may not be able to effectively or successfully transition the responsibilities of our key management personnel to new employees. Our business may be significantly disrupted and our financial condition and results of operations may be materially and adversely affected by any of the foregoing.

We also depend on our employees to perform our operations, deliver our services to clients and grow our business. If any of our employees are not properly trained, incentivized or motivated to perform our services in accordance with our quality standards, operating procedures, safety regulations or applicable laws, this may adversely affect our brand and our business. In particular, we rely on our employees to install devices, collect fees, and perform maintenance works on our network infrastructure. Any non-compliance by our employees with our quality standards, operating procedures, safety regulations or applicable laws or any malicious acts, including making disparaging or unauthorized statements in the public press about our business or causing personal harm to any of our clients in the course of performing their employment, could damage our reputation and subject us to claims and loss of business. Furthermore, we depend on our employees to deliver adequate service to our clients. If they fail to do so, or if we fail to adequately train or motivate our employees to do so, this could adversely affect our ability to retain our clients or to attract new clients. We may also become subject to regulatory/ legal proceedings, which impose service quality standards on us. If we are unable to properly train, motivate or incentivize our employees, if we are unable to attract or retain skilled employees or if our employees are poorly trained or engage in any misconduct, our business, operational efficiency, results of operations and prospects may be adversely affected.

While our employees are not unionized as at the date of this Draft Red Herring Prospectus, if our employees, which comprise a substantial portion of our workforce, decide to form a union or engage in collective bargaining with us for higher salaries, benefits or other rights, our operations may be adversely affected. Further, any changes in regulation, including any changes in regulations governing salaries in India, such as any increase by the government in the national minimum wage, may require us to incur additional expenses and disrupt our operations. This may adversely affect our business, operations and financial condition.

In addition, if we are unable to increase compensation or if we reduce compensation or variable pay for our employees during the COVID-19 pandemic or for a significant period after the pandemic has ended, it may result in increased attrition and increased hiring cost to replace such employees.

14. We may not meet the selection criteria set for high value contracts by the Government.

Selection as service provider for large government projects is undertaken through a tender process, and many of the bids in which we participate are subject to the satisfaction of certain eligibility conditions and performance standards. These include reputation, experience and sufficiency of financial resources. While we have satisfied pre-qualification criteria to bid for such projects in the past, there can be no assurance that we will be able to meet such criteria to bid for these and other similar projects in the future. We spend considerable time and resources in the preparation and submission of bids, and there can be no assurance that we will be awarded such contracts.

In addition, selection as service provider for these projects is undertaken through a tender process, and many of the bids in which we participate are subject to the satisfaction of certain eligibility conditions and performance standards. These include reputation, experience and sufficiency of financial resources, and quality accreditations and certifications associated with the services. In Fiscal 2021, we bid for eight tenders and we were not awarded any contracts. While we have satisfied pre-qualification criteria to bid for such projects in the past, there can be no assurance that we will be able to meet such criteria to bid for these and other similar projects in the future.

In addition, government conducted tender processes may be subject to change in qualification criteria, unexpected delays and uncertainties. In the event that new projects which have been announced and which we intend to bid for are not put up for bidding within the announced timeframe, or qualification criteria are modified such that we are unable to qualify, our business, prospects, financial condition, cash flows and results of operations could be materially and adversely affected. Our ongoing projects have been awarded to us for a definite term and the relevant authorities may float tenders for such projects after expiry of the current term. There can be no assurance that we will be awarded such projects at the end of the tender process. Further, in situations where our bids have been successful, there may be delays in award of the projects, which may result in us having to retain resources which remain unallocated, thereby adversely affecting our financial condition and results of operations.

15. We may become liable to our clients and lose clients if we have defects or disruptions in our service or if we provide poor service.

We deliver some of our technology as a service, and errors or defects in the software applications underlying our services, or a failure of our hosting infrastructure, may make our services unavailable to our clients. Any errors, defects, disruptions in service or other performance problems with our services, whether in connection with the day-to-day operation of our services, upgrades or otherwise, could damage our clients' businesses.

Despite the implementation of security measures, the core of our network infrastructure is vulnerable to unauthorized access, computer viruses, equipment failure and other disruptive problems, including the following:

- we and our users may experience interruptions in service as a result of the accidental or malafide actions;
- unauthorized access may jeopardize the security of confidential information stored in our computer systems and our clients' computer systems including through phishing and hacking, which may result in liability to our clients and also may deter potential clients;
- we may face liability for transmitting to third parties viruses that damage or impair their access to computer networks, programs, data or information;
- there may be a systemic failure of Internet communications, leading to claims associated with the general unavailability of some of our products; or
- eliminating computer viruses and alleviating other security or technical problems may require interruptions, delays or cessation of service to our clients.

From time to time, our clients require our support teams to assist them in using our services effectively, help them in resolving post-deployment issues quickly and in providing ongoing support. If we do not devote sufficient resources or are otherwise unsuccessful in assisting our clients effectively in a timely manner or at all, it could adversely affect our ability to retain existing clients and could prevent prospective clients from adopting our services. If we have any errors, defects, disruptions in service or other performance problems with our services, our clients could elect not to renew our contract, or delay or withhold payments to us and we could lose future sales. Further, our clients may make claims against us, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or litigation costs. We may be unable to respond quickly enough to accommodate short-term increases in demand for client support. We also may be unable to modify the nature, scope and delivery of our client support to compete with changes in the support services provided by our competitors. Increased demand for client support, without corresponding revenue, could increase costs and adversely affect our reputation, business, results of operations and financial condition. Our sales are highly dependent on our business reputation and on positive recommendations from our clients. Any failure to maintain high-quality client support, or a market perception that we do not maintain high-quality client support, could adversely affect our reputation, business, results of operations and financial condition.

16. Some aspects of our platform include open source software, and our use of open source software could negatively affect our business, results of operations, financial condition, and future prospects.

Aspects of our services include software covered by open source licenses. The terms of various open source licenses have not been interpreted by Indian courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our platform. In such an event, we could be required to re-engineer all or a portion of our technologies, seek licenses from third parties in order to continue offering our products, discontinue the use of our platform in the event re-engineering cannot be accomplished, or otherwise be limited in the licensing of our technologies, each of which could reduce or eliminate the value of our technologies. If portions of our proprietary software are determined to be subject to an open source license, we could also be required to, under certain circumstances, publicly release or license, at no cost, our products that incorporate the open source software or the affected portions of our source code, which could allow our competitors or other third parties to create similar products and services with lower development effort, time, and costs, and could ultimately result in a loss of transaction volume for us. We cannot ensure that we have not incorporated open source software in our software in a manner that is inconsistent with the terms of the applicable license or our current policies, and we may inadvertently use open source in a manner that we do not intend or that could expose us to claims for breach of contract or intellectual property infringement, misappropriation, or other violation. If we fail to comply, or are alleged to have failed to comply, with the terms and conditions of our open source licenses, we could be required to incur significant legal expenses defending such allegations, be subject to significant damages, be enjoined from the sale of our products and services, and be required to comply with onerous conditions or restrictions on our products and services, any of which could be materially disruptive to our business.

In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third-party commercial software because open source licensors generally do not provide warranties or other contractual protections regarding infringement, misappropriation, or other violations, the quality of code, or the origin of the software. Many of the risks associated with the use of open source software cannot be eliminated and could adversely affect our business, results of operations, financial condition, and future prospects. For instance, open source software is often developed by different groups of programmers outside of our control that collaborate with each other on projects. As a result, open source software may have security vulnerabilities, defects, or errors of which we are not aware. Even if we become aware of any security vulnerabilities, defects, or errors, it may take a significant amount of time for either us or the programmers who developed the open source software to address such vulnerabilities, defects, or errors, which could negatively impact our products and services, including by adversely affecting the market's perception of our products and services, impairing the functionality of our products and services, delaying the launch of new products and services, or resulting in the failure of our products and services, any of which could result in liability to us, our vendors and service providers. Further, our adoption of certain policies with respect to the use of open source software may affect our ability to hire and retain employees, including engineers.

17. Our sales cycle is lengthy and depends upon many factors outside our control, and could cause us to expend significant time and resources prior to earning associated revenues.

The typical sales cycle for our products and services is lengthy and unpredictable, requires pre-purchase evaluation by a significant number of employees in our clients' organizations, and often involves a significant operational decision by our clients. Our sales efforts involve educating our clients about the use and benefits of our products and services, including the technical capabilities and the potential cost savings achievable by organizations deploying our products and services. clients typically undertake a significant evaluation process, which frequently involves not only our services, but also those of our competitors and can result in a lengthy sales cycle.

Moreover, a purchase decision by a potential client typically requires the approval of several senior decision makers, including the boards of directors of our clients. Sales cycles vary across the services we offer. We spend substantial time, effort and money in our sales efforts without any assurance that our efforts will produce any sales. The lengthy and variable sales cycle may also have a negative impact on the timing of our revenues, causing our revenues and results of operations to vary significantly from period to period.

Further, in weaker economic environments, IT spending by clients is reduced. It may take several months, or even several quarters, for marketing opportunities to materialise. For example, if a client's decision to use our product is delayed or if the implementation of these products or implementation of a service takes longer than originally anticipated, the date on which we are able to recognise revenues from these products or services will be delayed. Such delays and fluctuations could cause our revenues and results of operation to fluctuate significantly across time periods, and we may not be able to adjust our costs quickly enough to offset such lower revenues, potentially adversely impacting our business, operating results and financial condition.

18. If we do not effectively manage our growth, including, among other things by improving our administrative, operational and financial processes and systems to manage our growth, the value of our shareholders' investment may be harmed.

As part of our future growth strategy, we are intend to leverage our experience in the e-governance services sector to empower communities to meet sustainable development goals, grow our revenues by creating and implementing open network solutions and focus on sectors with growth potential including healthcare, agriculture and education to implement integrated technology solutions. Our expected growth will continue to place significant demands on our management and other resources. This will require us to continue to develop and improve our operational, financial and other internal controls. As a result of our growing operations, we face and expect to continue to face challenges such as:

- recruiting, training and retaining sufficiently skilled technical, marketing and management personnel;
- maintaining an effective internal control system and properly educating and training employees to mitigate the risk of individuals engaging in unlawful or fraudulent activity or otherwise exposing us to unacceptable business risks;
- maintaining our high standards of service and levels of client satisfaction;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems including data management in our IT applications and management information systems;
- preserving our culture, values and entrepreneurial environment;
- assimilating and integrating disparate IT systems, personnel and employment practices, and operations of acquired companies; and
- managing our procurement, supply chain and vendor management processes.

We cannot assure you that we will be able to execute our plans and, to the extent they proceed, that we will be able to complete them within our budget or desired timelines, achieve an adequate return on our investment or maintain current or prospective growth rates. Even if we are able to implement some or all of the initiatives of our business strategy successfully, our operating results may not improve to the extent we anticipate, or at all.

Even if we are successful in obtaining new business, failure to manage our growth could adversely affect our financial condition. We may experience extended periods of very rapid growth, and if we are not able to manage our growth effectively, our business and financial condition could materially suffer. Our growth may significantly strain our managerial, operational and financial resources and systems. To manage our growth effectively, we will have to continue to implement and improve our operational, financial and management controls, reporting systems and procedures. In addition, we must effectively expand, train and manage our employees. We will be unable to manage our businesses effectively if we are unable to alleviate the strain on resources caused by growth in a timely and successful manner.

19. The prices that we can charge for our e-governance services are dependent on recommended or mandatory fees fixed under the terms of the agreements entered into with Central or State Governments.

The prices that we charge for our services are fixed under the contracts we enter with Central or state government agencies. Reference prices of e-governance services or pricing limits imposed by the government may limit our ability to determine or revise the prices of the services we offer. Other than certain escalation terms, we have limited ability to determine the prices of the services we offer for our e-governance services. Further, the escalation clauses included in the agreements we have entered into may not be in line with inflation linked costs or even the actual increase in expenses incurred in our operations. This could have a material adverse effect on our business, results of operations, financial condition and prospects. Further, if the central and state governments implement mandatory pricing regimes, our margins could deteriorate which in turn could have a material adverse effect on our business, results of operations, financial condition and prospects.

20. If we are unable to protect our intellectual property and proprietary information, or if we infringe the intellectual property rights of others, our business, financial condition, cash flows and results of operations may be adversely affected.

As on the date of the Draft Red Herring Prospectus, we have four registered trademarks, including registrations in respect of Vidyasaarthi and Vidya Lakshmi. We have also made applications for 15 trademarks across various classes, including an application to register our corporate logo “ ”that are pending as on the date of the Draft Red Herring Prospectus. For further information, see “*Our Business – Intellectual Property*” on page 142. However, our pending trademark applications may be subject to governmental or third-party objection, which could prevent the maintenance or issuance of the same. We may not always be able to safeguard the same from infringement or passing off, both domestically and internationally, and may not be able to respond to infringement or passing off activity occurring without our knowledge. Our ability to compete effectively depends in part on our ability to protect our rights in intellectual property and our efforts to protect our intellectual property (including our reliance on trade secret laws) may not be adequate. Litigation may be necessary to protect and enforce our intellectual property rights, or to defend ourselves against claims by third parties that our business operations or use of our intellectual property infringe their intellectual property rights. Any litigation or claims brought by or against us could result in substantial costs and diversion of our resources. Unauthorized parties may infringe upon or misappropriate our trademarks or proprietary information. We may also be unable to renew registration of our domain names, and other parties could create an alternative domain name resembling ours that could be passed off as our domain name. A successful claim of trademark, copyright or other intellectual property infringement against us could prevent us from providing our service, which could harm our business, financial condition or results of operations.

We may not be aware of all intellectual property rights that our services or the products used to transmit or receive our services may potentially infringe. Certain of the services, products and technology provided to us by our third-party suppliers may utilize intellectual property belonging to other third-parties. We cannot assure you that our suppliers will not infringe on the intellectual property of third-parties by supplying us with their services, products or technology, or that our use of such services, products or technology from our suppliers will not cause us to infringe on the intellectual property rights of third-parties. Therefore, there can be no assurance that our services or the products used to transmit or receive our services will not infringe on intellectual property owned by third-parties. Further, third-parties, including our competitors, have or may in the future acquire intellectual property rights that cover or include those which we already use for our services and in the course of our business. To the extent that we are required to pay royalties to third-parties to whom we are not currently making payments, these increased costs of doing business could materially and adversely affect our operating results. Further, there can be no assurance that we or our suppliers would be able to obtain licenses from third-party owners of such intellectual property rights on commercially favorable terms or at all, and if we were unable to obtain such licenses, that we or our suppliers would be able to redesign our services or the products used to transmit or receive our services to avoid infringement. Any court-imposed penalties relating to violations of third-party intellectual property rights could have a material and adverse effect on our business, financial condition, results of operations and prospects.

21. We face competition from global and Indian enterprise solution companies and any increase in global competition or access to advanced technical knowhow or process by our competitors may adversely affect our business.

The market for e-governance and digital transformation services is rapidly evolving and is highly competitive. We expect that competition will continue to intensify. We face competition from global and Indian enterprise solution companies to a certain extent who use their resources and experience in a competitive manner, including by making acquisitions and investing large amounts in R&D and pursuing aggressive marketing and sales initiatives. Currently, we are one of two companies providing PAN services in India on behalf of the GoI (*Source: CRISIL Report*). An entry of a new player in the future may increase competition, decrease our market share in that aspect, and impact our business, financial conditions and results of operation adversly.

The IT / ITES industry in which we operate is characterized by frequently changing client requirements due to dynamic business environment. We expect competition to intensify further as new entrants emerge in the industry due to available growth opportunities. To remain competitive, we believe we must continue to invest significant resources in research and development, sales and marketing and client support.

In addition, many of our competitors may have significantly greater engineering, technical, marketing and financial resources and capabilities than we have. These competitors may be able to respond more rapidly than we can to new or emerging technologies or changes in client requirements, including introducing a greater number and variety of products than we can.

We may in the future not be able to provide similar or better technology solutions than our competitors. Should there be any significant increase in global competition or if we are unable to deal with the changing market conditions, our business and operating results could be adversely affected.

22. Acquisitions, strategic investments, and other strategic transactions could result in operating difficulties and could harm our business.

We expect to continue to consider and evaluate potential strategic transactions as part of our overall business strategy, including, business combinations, acquisitions, and dispositions of certain businesses, technologies, services, products, and other assets; strategic investments; and commercial and strategic partnerships. There can be no assurance that we will be successful in identifying, negotiating, and consummating favorable transaction opportunities. Strategic transactions may involve additional significant challenges, uncertainties, and risks, including, but not limited to, challenges of integrating new employees, systems, technologies, and business cultures; failure to develop the acquired business adequately; disruption of our ongoing operations and diversion of our management's attention; inadequate data security, cybersecurity and operational and information technology resilience; failure to identify, or our underestimation of, commitments, liabilities, deficiencies and other risks associated with acquired businesses or assets; and potential exposure to new or increased regulatory oversight and uncertain or evolving legal, regulatory, and compliance requirements; potential reputational risks that could arise from transactions with, or investments in, companies involved in new or developing businesses or industries, which may be subject to uncertain or evolving legal, regulatory, and compliance requirements; failure of the transaction to advance our business strategy and of its anticipated benefits to materialize; potential impairment of goodwill or other acquisition-related intangible assets; and the potential for our acquisitions to result in dilutive issuances of our equity securities or significant additional debt. Strategic transactions are inherently risky, may not be successful, and may harm our business, results of operations, and financial condition.

Strategic investments in which we acquire a minority ownership stake inherently involve a lesser degree of influence over business operations. In addition, we may be dependent on controlling shareholders, management, or other persons or entities who control them and who may have business interests, strategies, or goals that are inconsistent with ours. Business decisions or other actions or omissions of the controlling shareholders, management, or other persons or entities who control companies in which we invest may adversely affect the value of our investment, result in litigation or regulatory action against us, and otherwise damage our reputation and brand.

23. ***We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations.***

Our operations are subject to extensive government regulation and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in the geographies in which we operate, generally for carrying out our business. For details of approvals relating to our business and operations, see "*Government and Other Approvals*" on page 294. Several of these approvals are granted for a limited duration. If we fail to obtain or renew such approvals, licenses, registrations and permissions, in a timely manner or at all, our business, results of operations and financial condition could be adversely affected.

The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged noncompliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. In addition, these registrations, approvals or licenses are liable to be cancelled or the services may be restricted. In case any of these registrations, approvals or licenses are cancelled, or its use is restricted, then it could adversely affect our results of operations or growth prospects.

24. ***We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.***

We have entered into transactions with certain related parties, including certain current and former Directors and Key Managerial Personnel of our Company. In particular, we have entered into various transactions with such parties in relation to, amongst others, remuneration, professional fees, advances provided, and reimbursement of expenses. While we believe that all such transactions have been conducted on an arm's length basis and in compliance with the provisions of the Companies Act and the rules made thereunder, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. Further, it is likely that we may enter into additional related party transactions in the future. Such related party transactions may potentially involve conflicts of interest.

While we shall endeavour to conduct all related party transactions post listing of the Equity Shares subject to the Board's or Shareholders' approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. We will endeavour to duly address such conflicts of interest as and when they may arise. We cannot assure you that these arrangements in the future, or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects or may potentially involve any conflict of interest.

In Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2020 and June 30, 2021, the aggregate amount of such related party transactions was ₹ 226.52 million, ₹ 234.01 million, ₹ 1,147.98 million, ₹ 25.10 million and ₹ 15.83 million, respectively. The percentage of the aggregate value of such related party transactions to our revenue from operations in Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2020 and June 30, 2021 was 3.00%, 3.27%, 19.03%, 2.60% and 1.18%, respectively. For further information on our related party transactions, see "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 19. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

25. ***The loss of key suppliers or their failure to deliver equipment or perform services in a timely or satisfactory manner could adversely affect us.***

We rely on third parties for certain services, including empanelled partners and OEMs for hardware implementation, software delivery and digital transformation. We also engage with third-parties for the supply of network equipment, including fiber optic cables, IT software and other products, and for the supply of services to operate and maintain our platforms and to deliver our services to our clients. We need to have an adequate supply of installation equipment on hand for delivery to our clients in a timely manner. We purchase equipment related to our network, including optical network terminals and equipment routers, and obtain services from our suppliers on a purchase order basis and typically do not have long-term contracts with our suppliers.

Our suppliers may also choose not to continue to supply us with products or services which we require for our business and operations. Additionally, certain of our suppliers may also supply equipment to our competitors which may reduce our suppliers' ability to meet our requirements. If our suppliers are unable to or cease to supply us with the products or services, we may not be able to operate our business in a timely manner or at all, or if the costs of these products or services increase, we may incur additional costs and disruptions in our services as we source for alternative suppliers. There can be no assurance that we will be able to obtain suitable alternative suppliers on terms which are commercially favorable or at all. If hardware or software products provided to us by third-party suppliers are defective or related services are unsatisfactory, it may create technical problems in the delivery of our services, damage our reputation and result in the loss of clients.

Further, some of our suppliers are also regulated and may require certain licenses to supply us with the services and equipment we require to operate our business. If our suppliers are unable to obtain or renew such licenses or if their licenses are revoked, we may not be able to obtain the services or equipment we require to operate our business and our services and network may be disrupted. While our suppliers may appeal against such revocation or suspension, there can be no assurance that they will be successful in such appeals.

26. If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our teams adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India, including within the healthcare sector. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

27. We appoint contract labour for carrying out certain of our operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations, cash flows and financial condition.

In order to maintain operational efficiencies, we appoint independent contractors who in turn engage on-site contract labour for performance of certain of our operations. As of June 30, 2021, we engaged more than 300 contract employees for various functions. Although we do not engage these labourers directly, we may be held responsible for any wage payments in terms of the applicable laws and the Code on Wages, 2019, to be made to such labourers in the event of default by such independent contractor, as the case may be. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, we may be required to absorb a number of such contract labourers as permanent employees. Thus, any such order from a regulatory body or court may have an adverse effect on our business, results of operations, cash flows and financial condition.

28. ***Our investments in technology, especially our research and development activities, may not yield the intended results in a timely manner or at all, which may adversely affect our financial condition and results of operations.***

We invest in and intend to continue investing in newer technologies, including, technologies to enhance our R&D capabilities, particularly with a view to enter into new businesses. Our focus areas include IoT, open source technologies, big data analytics, artificial intelligence and machine learning. Our choice of focus areas and investments in technology and human capital for research and development are based on the management's perception of the messaging and cloud based communications industry. We cannot assure you that such investments will yield the intended results as anticipated. Our inability to achieve intended results from our investments in R&D may adversely affect our financial position and results of operations.

29. ***The account aggregation business of our Subsidiary, NSDL e-Governance Account Aggregator Limited, may not be viable as there is currently no certainty of revenue from account aggregation operations.***

Account aggregation is an initiative of the Government under the aegis of RBI to facilitate aggregation of customers' assets and deliver reporting services that can help spread financial services. However, apart from RBI, other regulators have not issued directions or guidelines to financial institutions and financial information providers that hold the asset of the investors for them to provide information to account aggregators when it is asked for on behalf of an investor. There is no certainty on when such directions will be issued by regulators such as SEBI and IRDAI. Further, account aggregators are restricted from reading any data or financial information fetched from financial information providers. Accordingly, there would be no value-add services such as aggregation and analysis by account aggregators, which may affect their ability to generate revenue.

Our Subsidiary, NSDL e-Governance Account Aggregator Limited, has applied to the RBI for a license and in-principle approval was received vide letter dated October 27, 2021. Operations will commence following receipt of final certificate of registration. We cannot assure you that our Subsidiary will receive a registration to act as an account aggregator in a timely manner or at all. Further, it may be subject to inspections by RBI at intervals it deems fit and there can be no assurance that our Subsidiary will be able to respond to the observations made by the RBI in its inspection reports in the future to its satisfaction or that the RBI will not make an adverse remark or impose a penalty as a consequence of such inspections. Any adverse observations or remarks from the RBI and resulting penalties could have an adverse impact on the operations of our Subsidiary which in turn may have an adverse impact on our reputation, business, financial condition and results operations.

30. ***We have had negative cash flows from operating activities in the past and may, in the future, experience similar negative cash flows.***

We have experienced negative cash flows from operating activities in the three months ended June 30, 2020, and may, in the future, experience negative cash flows.

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	**Fiscal**			**For the three months ended June 30, 2020**	**For the three months ended June 30, 2021**
	2019	**2020**	**2021**		
	(₹ million)				
Net cash generated from/ (used in) operating activities	1,359.44	535.10	1,001.19	(47.85)	29.77
Net cash generated from/ (used in) investing activities	(1,037.91)	(125.30)	1,156.56	(217.32)	(587.26)
Net cash (used in) financing activities	(392.09)	(393.21)	(1,833.57)	(20.16)	(12.03)
Net increase/ (decrease) in cash and cash equivalents	(70.56)	16.59	324.18	(285.33)	(569.51)
Cash and cash equivalents at the end of the year / period	**393.84**	**410.43**	**734.61**	**125.11**	**165.10**

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our business, financial condition and results of operations could be materially and adversely affected. Further, we cannot assure you that our net cash flow will be positive in the future.

31. ***Our insurance coverage could prove inadequate to satisfy potential claims or protect us from potential operational hazards and losses which may have a material adverse effect on our financial condition, results of operations and cash flows.***

We have a group term life insurance plan, group personal accident policy and group mediclaim insurance policy for our employees, which covers an employee and their nominee/legal heir in the event of death, permanent total disablement, and temporary total disablement Further, we have obtained a directors and officers' liability insurance policy for our senior management personnel. In addition, we obtain cyber liability insurance policy and package insurance policy for our Company and also professional indemnity insurance policies for the projects that we undertake. Our package insurance policy covers standard fire and special perils, burglary risk, machinery breakdown, electronic equipment, portable equipment risk and public liability insurance. Our insurance cover for property, plant and equipment as of March 31, 2021 was ₹ 2,151.84 million, while our net carrying value of property, plant and equipment was ₹ 1,317.81 million as of March 31, 2021. Consequently, our insurance cover as a percentage of written down value of property, plant and equipment was 163.28% as of March 31, 2021. For further information, see "*Our Business – Insurance*" on page 141. However, there can be no assurance that our current insurance policies will insure us fully against all risks and losses that may arise in the future. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. In cases where certain loss or damages are not covered under our insurance policies, or even if such losses are insured, we are required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss or the premium charged is significantly increased, our results of operations and cash flows could be adversely affected. In addition, our insurance policies are subject to annual review, and we cannot assure you that we will be able to renew these policies on similar or otherwise acceptable terms, or at all. If we were to incur a serious uninsured loss or a loss that significantly exceeds the limits of our insurance policies, it could have a material adverse effect on our financial condition, results of operations and cash flows.

32. Our business may require additional capital and failure to obtain such capital in a timely manner or at all could adversely affect our business plans and growth. If we issue fresh shares, it may result in shareholding dilution for an investor.

We may require additional capital to finance our growth or to fund acquisitions or investments in complementary businesses, technologies or product lines. Our capital requirements may be influenced by many factors, including demand for our services and products, timing and extent of our investment in new technology or acquisition of other companies, expenses for sales, marketing and development of new products and services, increasing our brand awareness, cost of facilities to accommodate our growing workforce, and costs involved in maintaining and enforcing intellectual property rights. If operating cash flows are not sufficient to meet our expenses as they become due, we may be required to delay or reduce our capital expenditure programme or the development of new products or be forced to sell our assets or may have to forego potential business opportunities. If our resources are insufficient to fund our future activities, we may need to raise additional funds through public or private financing. However, additional funding, if needed, may not be available on terms attractive to us, or at all. Our inability to raise capital when needed could have a material adverse effect on our business, operating results and financial condition.

Any future equity offerings by us, sale by significant shareholders and/or the issue of Equity Shares pursuant to exercise of stock options under the various employee stock option schemes or by way of an induction of strategic investor, may lead to a dilution of investor shareholding and/or affect the market price of our Equity Shares.

33. Our data centers could be harmed by prolonged power outages or shortages, increased costs of energy or general lack of availability of electrical resources.

As of June 30, 2021, we operated two data centers in India. Our data center is susceptible to regional costs of power, power shortages, planned or unplanned power outages and limitations on the availability of adequate power resources. Power outages, including, but not limited to those relating to large storms, earthquakes, fires and tsunamis, could harm our clients and our business. We attempt to limit our exposure to system downtime by using backup generators and power supplies; however, we may not be able to limit our exposure entirely even with these protections in place. As a result, in the event of a power outage, we may be dependent upon the utility company, to restore the power. Any disruption in the operation of our data centres could impact our business operations and negatively impact our financial performance, operating results and cash flows.

34. The confidential information or data of our clients and users of our services may be misappropriated by our employees or subcontractors and as a result, cause us to breach our contractual obligations in relation to such confidential information.

We store confidential information and data of our clients and the users of our services. We cannot assure you that the steps taken by us to protect such data will adequately prevent the disclosure of confidential information by an employee or a subcontractor or a subcontractor's employee and we may not have internal controls and processes to ensure that our employees do not misappropriate or unlawfully distribute such information. If the confidential information is disclosed by us or is misappropriated by our employees or subcontractors, our clients may raise claims against us for breach of our contractual obligations. The successful assertion of any claim may have an adverse effect on our business, financial condition and results of operations.

35. Any deficiency in our billing and credit control and client management processes could materially and adversely affect our operations.

Reliable billing, credit control, collection and client management systems are critical to support our ability to maintain and increase turnover, avoid turnover loss, monitor potential credit problems and bill clients accurately and in a timely manner.

We will need to expand and adapt our billing and credit control systems to capture new revenue streams as our business continues to grow. The development of new businesses may impose a greater burden on our systems and may strain our administrative, operational and financial resources. Our billing, credit control, collection and client management systems may be affected by computer viruses, cyber-attacks, telecommunications failures, software flaws and systems failures, human error in managing or operating our software systems, and increased operational load as a result of an increase in the scale of our operations. Any deficiency in billing, credit control, collection and client management systems or delays in upgrades or integration of new systems could adversely affect our business, financial condition, results of operations and prospects.

36. Certain of our branch offices are located on premises that are leased from third-parties pursuant to lease agreements, which we may be unable to renew on satisfactory terms or at all.

Our Company operates certain branch offices that are located on premises that are leased from third parties. There can be no assurance that we will be able to retain or renew such lease on same or similar terms, or that we will find alternate locations for the existing offices on terms favorable to us, or at all. Our rent expenses were ₹ 46.32 million, ₹ 11.21 million, ₹ 4.11 million, ₹ 0.41 million and ₹ 1.20 million or 0.61%, 0.16%, 0.07%, 0.04% and 0.09%, respectively, of our revenue from operations in Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2020 and June 30, 2021, respectively. Our rent and hire charges, including as a percentage of our revenue from operations, may increase in the future as we seek to expand our operations and due to contractual escalation of rents payable in accordance with the lease agreements entered into by us.

Some of our lease agreements are for short-term periods, including certain lease agreements which are for a period of up to 12 months, and therefore need to be renewed regularly. Some of these leases are renewable with the mutual agreement of our landlords, who may choose not to renew our lease on terms which are equally favorable to use or at all. Our operations, development and maintenance of our network, delivery of our services to our clients and the growth of our business depend on our ability to secure leases over such property. The third-party owners of such property may not agree to lease such property to us or to renew our leases on commercially acceptable terms or at all, or may decide to lease such property to our competitors instead of us, which may put us at a strategic disadvantage or adversely affect our business and operations. Further, if the third-party owners of the property we lease fail to comply with laws and regulations applicable to the property we lease, such property may become subject to legal proceedings or legal action, which may adversely impact our use of such property and may disrupt our operations. If we are unable to renew or secure rights to use property necessary for our operations, our business, results of operations and financial condition may be adversely affected.

37. Negative publicity could damage our reputation and adversely impact business and financial results.

Negative public opinion about the Company, our operating segments, or the industries in which we serve could adversely affect our ability to retain and attract customers and employees, and expose us to litigation and regulatory action. Negative public opinion can result from our actual or alleged conduct in any number of activities, including but not limited to cybersecurity breaches, failures to safeguard personal information, corporate governance, sales and marketing practices, regulatory compliance, mergers and acquisitions, and actions taken by government regulators and community organizations in response to that conduct. Any actual or alleged conduct by one business that we operate can result in negative public opinion about other businesses that we operate. Although we take steps to minimize reputational risk in dealing with clients and end-customers, we are inherently exposed to this risk. In addition, third parties with whom we have important relationships may take actions over which we have limited control that could negatively impact perceptions about us or the sectors in which we serve. The proliferation of social media may increase the likelihood that negative public opinion from any of the events discussed above will impact our reputation and business.

38. Compliance with know your customer ("KYC") regulations and data privacy norms may require us to incur expenditure, which may adversely impact our financial condition and cash flows.

Regulators are introducing stringent KYC guidelines, including biometric verification and quality of KYC documents. We are required to comply with KYC requirements and processes in relation to our clients as per applicable Indian law. If we are unable to develop, maintain and update client information in accordance with applicable KYC norms or are unable to prevent the misuse of our services, we may be held liable for non-compliance with governmental regulations. In a recent judgment, the Supreme Court upheld the constitutional validity of 'Aadhaar' and has simultaneously restricted its use by private entities for verification of the identity of the mobile phone users and limited the use of Aadhaar for social welfare schemes of GoI. Telecom service operators had built their electronic KYC authentication systems around the biometric database of Aadhaar. Restrictions on usage of Aadhaar by the Supreme Court has led to us requiring to revamp and rework the process and infrastructure for verification of clients for ensuring KYC compliance, from online verification system based on Aadhaar to the alternate modes of verification, which has had substantial cost implications on our business and operations. Alternate mode of KYC verification could be expensive, time consuming and onerous for us for the compliance with data privacy norms.

We are subject to data privacy laws, rules and regulations that regulate the use of client data. Compliance with these laws, rules and regulations may restrict our business activities, require us to incur increased expense and devote considerable time to compliance efforts. The existing and emerging data privacy regulations limit the extent to which we can use personal identifiable information and limit our ability to use third-party firms in connection with client data. Certain of these laws, rules and regulations are relatively new and their interpretation and application remain uncertain. Data privacy laws, rules and regulations are also subject to change and may become more restrictive in the future. For example, under the Information Technology Act, 2000, as amended, we are subject to civil liability for wrongful loss or gain arising from any negligence by us in implementing and maintaining reasonable security practices and procedures with respect to sensitive personal data or information on our computer systems, networks, databases and software. India has also implemented privacy laws, including the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011, which impose limitations and restrictions on the collection, use, transfer and disclosure of sensitive personal data or information. With the anticipated introduction of the proposed Personal Data Protection Bill, 2018, we may be subject to additional compliance, which includes retaining data of clients within India when brought into effect. Changes or further restrictions in data privacy laws, rules and regulations could have a material adverse effect on our business, financial condition and results of operations. The cost and operational consequences of implementing further data protection measures could be significant and this may have a material adverse effect on our business, financial condition and results of operations.

39. ***The loss of certificates, keys and passwords may result in a loss of access to our servers and the services of third parties, which may result in a loss of data, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.***

Due to security considerations, access to our servers and services of third parties are controlled by multifactor authentication, which include certificates, keys and passwords. These certificates, keys and passwords are typically stored on our employee's computers. The loss of these certificates, keys and passwords may result in a loss of access to our servers or the services of third parties, which may result in a loss of data, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

40. ***We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialise, may adversely affect our financial condition.***

As of June 30, 2021, our contingent liabilities that have not been accounted for in our financial statements, were as follows:

Particulars	**Amount (₹ million)**
Disputed demand raised by sales tax officer for MVAT and CST[(1)]	226.32
Claims against the Group not acknowledged as debts[(2)]	9.90
Total	236.22

Notes:

1. *Demand raised by sales tax officer for MVAT and CST payable on services provided by us. We have filed an appeal with Sales Tax Tribunal and paid a deposit of ₹ 14.20 million under protest. The amounts assessed as contingent liability do not include interest that could be claimed by the authorities.*
2. *MVAT payable to seller on purchase of Times Tower premises.*

For further information on our contingent liabilities, see "*Restated Consolidated Financial Information*" on page 173.

41. ***Wage pressures and increases in operating costs in India may prevent us from sustaining our competitive advantage and may reduce our profit margins.***

Wages in India are increasing at a faster rate than in the developed economies, which could result in increased employee benefit expenses. We may need to continue to increase the levels of our employee compensation to remain competitive and manage attrition. Additionally, the cost of real estate and other utilities and operating expenses is also increasing as India continues to grow. Compensation increases manifest a hike in operational costs which may result in a material adverse effect on our business and financial condition and result of operations.

42. ***Grants of stock options under our employee stock option plan may result in a charge to our profit and loss account and, to that extent, reduce our profitability and financial condition.***

Our Company has an ESOP Scheme for issue of employee stock options and/or deep discounted stock units to eligible employees, which may result in issue of not more than 2,600,000 Equity Shares. As of the date of this Draft Red Herring Prospectus, our Company has granted 494,432 stock options under the ESOP Scheme. Further, our Company may grant additional options and deep discounted stock units under ESOP Scheme in the future. Grants of stock options result in a charge to our statement of profit and loss and reduce, to that extent, our reported profits in future periods. Any issuance of the equity or equity-linked securities by us, including through exercise of employee stock options pursuant to the ESOP Scheme or any other employee stock option scheme we may implement in the future, may dilute your shareholding in the Company, adversely affecting the trading price of the Equity Shares and our ability to raise capital through an issuance of new securities. For further details in relation to the ESOP Scheme, see "*Capital Structure – Employee Stock Option Scheme*" on page 72.

43. Our Company was incorporated by 1995 and certain of our corporate records and filings with the RoC are not traceable. We cannot assure you that regulatory proceedings or actions will not be initiated against us in the future and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.

Certain of our Company's corporate records are not traceable, such as:

a) Form 2 and Form 2 challans for the allotment of (i) 5,000,000 equity shares on August 27, 1996; (ii) 46,000,000 equity shares on August 27, 1996; (iii) 38,999,992 equity shares on October 18, 1996; (iv) 9,999,998 equity shares on December 12, 1996 and (v) 5,000,000 equity shares on July 21, 1997; and

b) notice and explanatory statement for EGM where special resolution was passed, Form 4A, Form 4C and the draft letter of offer in relation to the buyback of 25,000,000 equity shares on September 5, 2000.

For further details, see "*Capital Structure – Share Capital History of our Company*" on page 65. We cannot assure you that the relevant corporate records will become available in the future or that regulatory proceedings or actions will not be initiated against us in the future and we will not be subject to any penalty imposed by the competent regulatory authority in this respect.

44. Our Directors and Key Managerial Personnel have interests in our Company in addition to their remuneration and reimbursement of expenses.

Our Directors and Key Managerial Personnel are interested in our Company to the extent of their respective shareholding in our Company as well as to the extent of the ESOP Scheme, dividends, bonus or other distributions on such Equity Shares. Certain of our Directors are also nominees of some of our shareholders, and we have had related party transactions with such shareholders. Accordingly, these Directors may also said to be interested to the extent of such transactions. See "*Capital Structure – Shareholding Pattern of our Company*" on page 68. For details on the interests of our Directors and Key Managerial Personnel, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management – Interests of Directors*" on page 156 and "*Our Management – Interests of Key Managerial Personnel*" on page 168.

45. We have issued Equity Shares during the preceding twelve months at a price which may be below the Offer Price.

We have issued Equity Shares in the last 12 months at a price which may be lower than the Offer Price, as set out in the table below. For further details, see "*Capital Structure*" at page 65.

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue / Exercise Price per Equity Share (₹)	Nature of consideration	Reason of allotment
March 23, 2021	131,481	10	310	Cash	Allotment pursuant to the ESOP Scheme
August 17, 2021	127,668	10	310	Cash	Allotment pursuant to the ESOP Scheme

46. We may not be able to identify, monitor and manage risks or effectively implement our risk management policies.

The effectiveness of our risk management is affected by the quality and timeliness of available data. We have devoted significant resources to develop and implement our risk management policies and procedures and intend to continue doing so in the future. We have policies and procedures in place to measure, manage and control the various risks to which we are exposed, which include our resource planning and asset management policy, credit policy, whistle blower and vigilance mechanism, fair practices code, grievance redressal policy, internal guidelines on corporate governance, fraud prevention policy, investment policy, risk management policy, and anti-money laundering policy.

Our Board of Directors and the Risk Management Committee review our risk management policies from time to time. We also depend on our information technology systems to assist us with our risk management functions. However, our policies and procedures to identify, monitor and manage risks may not be fully effective. Some of our risk management processes may not be automated and subject to human error. Some of our methods of managing risks are based on the use of observed historical market behavior and may not accurately predict future risk exposures, which could be significantly greater than those indicated by the historical measures. In addition, as we seek to expand the scope of our operations, we also face the risk of inability to develop commensurate risk management policies and procedures. Other risk management methods depend upon an evaluation of information regarding the markets we operate in, the customers we service and certain other matters, which may not be accurate, complete, up-to-date or properly evaluated in all cases. Management of operational, legal or regulatory risks requires, among other things, policies and procedures to properly record and verify a number of transactions and events. Although we have established these policies and procedures, they may not be fully effective.

47. Certain of our investments may be subject to market risk and we have not made any provisions for a potential decline of the value of such investments.

We have made certain investments in mutual funds. The value of these investments depends on several factors beyond our control, including the prevailing Indian and international economic conditions, inflationary expectations and the RBI's monetary policies and is sensitive to a change in the net asset value of the mutual funds or the performance of the corporate deposits. Any decline in the value of these investments could adversely affect our financial condition and results of operations.

48. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned by and paid for by us for the purposes of the Offer.

We have availed the services of an independent third party research agency, CRISIL Limited, appointed by us on May 12, 2021 to prepare an industry report titled "*Assessment of large-scale IT infrastructure demand in India"* dated December 2021, exclusively commissioned and paid for by us for purposes of inclusion of such information in this Draft Red Herring Prospectus. Given the scope and extent of the CRISIL Report, disclosures are limited to certain excerpts and the CRISIL Report has not been reproduced in its entirety in the Draft Red Herring Prospectus. The report is a paid report that has been commissioned by our Company and is subject to various limitations and based upon certain assumptions that are subjective in nature. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the CRISIL Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the CRISIL Report before making any investment decision regarding the Offer. See "*Industry Overview"* on page 85. For the disclaimers associated with the CRISIL Report, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Disclaimer of CRISIL Limited"* on page 13.

49. We have in this Draft Red Herring Prospectus included certain non-GAAP financial and operational measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the IT / ITES industry. We rely on certain assumptions and estimates to calculate such measures, therefore such measures may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by other similar companies.

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial and operational measures, and such other industry related statistical and operational information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of e-commerce businesses, many of which provide such non-GAAP financial and operational measures, and other industry related statistical and operational information.

These non-GAAP financial and operational measures, and such other industry related statistical and operational information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry related statistical information of similar nomenclature that may be computed and presented by other companies pursuing similar business. We have derived certain industry information in this Draft Red Herring Prospectus from the CRISIL Report, and the CRISIL Report highlights certain industry and market data relating to us and our competitors, which may not be based on any standard methodology and are subject to various assumptions.

Further, as the industry in which we operate continues to evolve, the measures by which we evaluate our business may change over time. In addition, if the internal tools we use to track these measures under-count or over-count performance or contain algorithmic or other technical errors, the data and/or reports we generate may not be accurate. We calculate measures using internal tools, which are not independently verified by a third party. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Consolidated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus.

50. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

We have declared dividend in the past in accordance with our dividend policy. For further information, see "*Dividend Policy*" on page 172. The declaration and payment of dividends will be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

51. We will not receive any proceeds from the Offer for Sale. The Selling Shareholders will receive the net proceeds from the Offer for Sale.

The Offer consists of an Offer for Sale. The entire proceeds after deducting relevant Offer expenses from the proceeds from the Offer for Sale will be paid to the Selling Shareholders and our Company will not receive any such proceeds. For further details, see "*The Offer*" and "*Objects of the Offer*" on pages 51 and 76, respectively.

52. Our clients may engage in certain transactions in or with countries or persons that are subject to U.S. and other sanctions.

U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the OFAC or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions. We provide services to our clients, who may be doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply. Although we believe we have compliance systems in place that are sufficient to block prohibited transactions, there can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. Although we do not believe that we are in violation of any applicable sanctions, if it were determined that transactions in which we participate violate U.S. or other sanctions, we could be subject to U.S. or other penalties, and our reputation and future business prospects in the United States or with U.S. persons, or in other jurisdictions, could be adversely affected. We rely on our staff to be up-to-date and aware of the latest sanctions in place. Further, investors in the Equity Shares could incur reputational or other risks as the result of our clients' dealings in or with countries or with persons that are the subject of U.S. and other sanctions.

EXTERNAL RISK FACTORS

RISKS RELATING TO INDIA

53. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

54. *The successful operation of our business depends upon the performance, reliability and security of the internet infrastructure in India, which could impair our ability to effectively operate our platform or provide our services and adversely impact our business.*

All of our products and services are made through our platform using the internet. Accordingly, our business depends on the performance, reliability and security of the telecommunications and internet infrastructure in India. In addition, to perform reliably, the fixed telecommunications networks and internet infrastructure of internet service providers in India, require maintenance and periodic upgrading of the appropriate networks and infrastructure which are beyond our control. We cannot assure you that our back-up and disaster recovery measures and business continuity planning would effectively eliminate or alleviate the risks arising from such contingencies. There can be no assurance that a more technologically sophisticated and reliable fixed telecommunications network or internet infrastructure will be developed in India that will ensure our ability to deliver smooth and reliable provision of our services to our merchants and clients on our platform. Our success will depend upon third parties maintaining and improving internet infrastructure to provide a reliable network with adequate speed and data capacity and telecommunication networks with good quality of services and lower congestion.

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

The regulatory and policy environment in which we operate is evolving and is subject to change. The Government of India may implement new laws or other regulations and policies that could affect the digital payment and financial service industry in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition, cash flows and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Any changes to such laws, including the instances mentioned below, may adversely affect our business, financial condition, results of operations, cash flows and prospects.

For instance, the Taxation Laws (Amendment) Ordinance, 2019 prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies from 34.94% to approximately 25.17%. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Due to COVID-19 pandemic, the Government of India also passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, amongst others, the Central Goods and Service Tax Act, 2017 and Customs Tariff Act, 1975.

Further, the Government of India has announced the Union Budget for Fiscal 2021, pursuant to which the Finance Act of 2021 has introduced various amendments. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have an adverse effect on our business.

56. *The occurrence of natural or man-made disasters or outbreak of global pandemics, such as the COVID-19 pandemic, could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.*

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, infectious disease outbreaks such as the COVID-19 pandemic and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

57. A slowdown in economic growth in India could cause our business to suffer.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the trading price of the Equity Shares.

India's economy could be adversely affected by a general rise in interest rates, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy. The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of the Equity Shares.

India has from time to time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus.

Other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our developments and expansions; volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India.

58. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Following the United Kingdom's exit from the European Union ("**Brexit**"), there still remains significant uncertainty around the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

59. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our Restated Consolidated Financial Information has been derived from our audited financial statements as at and for the years ended March 31, 2021, 2020 and 2019 and for the three months ended June 30, 2020 and June 30, 2021 each prepared in accordance with Ind AS, and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Presentation of Financial Information*" on page 261. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

60. A downgrade in ratings of India, may affect the trading price of the Equity Shares.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

61. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Managers or any of their directors and executive officers in India respectively, except by way of a law suit in India.

We are incorporated under the laws of India and all of our Directors and key management personnel reside in India. Substantially all of our assets are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Civil Procedure Code, 1908 (the "**CPC**").

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments is provided for under Section 13, 14 and Section 44A of the CPC on a statutory basis. Section 44A of the CPC provides that where a certified copy of a decree of any superior court, within the meaning of that Section, obtained in any country or territory outside India which the government has by notification declared to be in a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the CPC is applicable only to monetary decrees and does not apply to decrees for amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards (even if such awards are enforceable as a decree or judgment).

Among other jurisdictions, the United Kingdom, United Arab Emirates, Singapore and Hong Kong have been declared by the government to be reciprocating territories for the purposes of Section 44A of the CPC. 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 CPC. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the CPC, and not by proceedings in execution. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and/ or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. The suit must be brought in India within three years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

It cannot be assured that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it views the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment.

62. Our ability to raise foreign capital may be constrained by Indian law.

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

In terms of Press Note 3 of 2020, dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade ("**DPIIT**")**,** the foreign direct investment policy has been recently amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the GoI. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the GoI. Further, on April 22, 2020, the Ministry of Finance, GoI has also made similar amendment to the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

63. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our clients thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

RISKS RELATING TO THE OFFER AND THE EQUITY SHARES

64. Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act.

Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act. Accordingly, in terms of Regulation 14(1) of the SEBI ICDR Regulations, there is no requirement of minimum promoter's contribution in this Offer and accordingly, none of the Equity Shares will be locked in for a period of 18 months pursuant to the Offer. In terms of Regulations 17 of the SEBI ICDR Regulations, the entire pre-Offer equity share capital will be locked-in for a period of six months from the date of Allotment, other than (a) Equity Shares which are successfully transferred as part of the Offer for Sale; and (b) any Equity Shares allotted to employees, whether currently an employee or not, pursuant to the ESOP Scheme, prior to the Offer. Following the lock-in period of six months, the pre-Offer shareholders, may sell their shareholding in our Company, depending on market conditions and their investment horizon. Further, any perception by investors that such sales might occur could additionally affect the trading price of the Equity Shares.

65. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

66. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares. The Income Tax Act levies taxes on long-term capital gains exceeding ₹100,000 arising from sale of equity shares on or after April 1, 2018, while there is no tax charged on unrealized capital gains earned up to January 31, 2018 on equity shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. The Income Tax Act levies taxes on such long-term capital gains exceeding ₹100,000 arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such equity shares subject to specific conditions.

A securities transaction tax ("**STT**") is levied both at the time of transfer and acquistion of the equity shares (unless exempted under a prescribed notification), and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months, which are sold using any other platform other than on a recognised stock exchange and on which no STT has been paid, are subject to long term capital gains tax in India. Such long term capital gains exceeding ₹ 100,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 10% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018 continue to be tax exempt in such cases. Further, STT will be levied on and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in an off market sale, long term capital gains are subject to tax at the rate of 10% (plus applicable surcharge and cess) without the exemption of ₹ 100,000. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and cess), while short term capital gains arising in an off-market sale would be subject to tax at a higher rate of 40% (plus applicable surcharge and cess) in the case of foreign companies and 30% (plus applicable surcharge and cess) in the case of other non-resident taxpayers.

The Government of India has announced the union budget for Fiscal 2022, pursuant to which the Finance Bill, 2021 was tabled before the Lok Sabha. The Finance Bill has received assent from the President of India on March 28, 2021 and has been enacted as the Finance Act. We have not fully determined the impact of these recent laws and regulations on our business. We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, financial condition and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, financial condition, results of operations and cash flows.

67. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

68. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, 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. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 333.

69. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us may dilute your shareholding .

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares.

70. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in do not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

71. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

72. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid amount) at any stage after submitting a bid, and Retail Individual Bidders are not permitted to withdraw their Bids after Bid/Offer Closing Date.

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

73. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Offer Price or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process. This price will be based on numerous factors, as described in the section "*Basis for Offer Price*" on page 78. This price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

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

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- the failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

74. Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.

The U.S. "Foreign Account Tax Compliance Act" (or "**FATCA**") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

75. U.S. holders should consider the impact of the passive foreign investment company rules in connection with an investment in our Equity Shares.

A foreign corporation will be treated as a passive foreign investment company ("PFIC") for U.S. federal income tax purposes for any taxable year in which either: (i) at least 75% of its gross income is "passive income" or (ii) at least 50% of its gross assets during the taxable year (based on of the quarterly values of the assets during a taxable year) are "passive assets," which generally means that they produce passive income or are held for the production of passive income.

There can be no assurance that our Company will or will not be considered a PFIC in the current or future years. The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's income and assets will vary over time, and (ii) the manner of the application of relevant rules is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

Offer for Sale of Equity Shares[(1)(2)]		Up to 12,080,140 Equity Shares aggregating up to ₹[●] million
The Offer consists of:		
A)	QIB Portion[(3) (4)]	Not more than [●] Equity Shares aggregating up to ₹[●] million
	of which:	
	Anchor Investor Portion[(4)]	Up to [●] Equity Shares
	Available for allocation to domestic Mutual Funds only	Up to [●] Equity Shares
	Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
	of which:	
	Available for allocation to Mutual Funds only (5% of the Net QIB Portion) [(4)]	[●] Equity Shares
	Balance of the Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B)	Non-Institutional Portion [(3)]	Not less than [●] Equity Shares aggregating up to ₹[●] million
C)	Retail Portion [(3)]	Not less than [●] Equity Shares aggregating up to ₹[●] million
Pre-Offer and post-Offer Equity Shares		
Equity Shares outstanding prior to and after the Offer		40,267,130 Equity Shares
Use of Net Proceeds of the Offer		Our Company will not receive any proceeds from the Offer.

(1) *The Offer has been authorized by a resolution of our Board of Directors at their meeting held on December 3, 2021. Further, our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated December 23, 2021.*

(2) *Each of the Selling Shareholders, severally and not jointly, confirms that the Equity Shares being offered by such Selling Shareholder have been held for a period of at least one year immediately preceding the date of filing this Draft Red Herring Prospectus with the SEBI, and are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. The Selling Shareholders, severally and not jointly, confirm that they have authorised and consented to participate in the Offer for Sale, and to offer up to 12,080,140 Equity Shares aggregating up to ₹ [●]. For further details, see "Other Regulatory and Statutory Disclosures" on page 296.*

Selling Shareholder	Date of consent	Date of board resolution/Authorisation
IIFL Special Opportunities Fund	December 20, 2021	August 31, 2021
IIFL Special Opportunities Fund Series 2	December 20, 2021	August 31, 2021
IIFL Special Opportunities Fund Series 3	December 20, 2021	August 31, 2021
IIFL Special Opportunities Fund Series 4	December 20, 2021	August 31, 2021
IIFL Special Opportunities Fund Series 5	December 20, 2021	August 31, 2021
NSE Investments Limited	December 22, 2021	June 11, 2021
Administrator of the Specified Undertaking of the Unit Trust of India	December 20, 2021	April 26, 2021 and September 20, 2021
HDFC Bank Limited	December 22, 2021	June 5, 2021
Axis Bank Limited	December 22, 2021	June 18, 2021
Deutsche Bank A.G.*	December 20, 2021	October 14, 2019
Punjab National Bank	December 20, 2021	September 24, 2021
Union Bank of India	December 20, 2021	September 2, 2021

**It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.*

(3) *Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws.*

(4) *Our Company and the Selling Shareholders may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. The Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. For details, see "Offer Procedure" beginning on page 319.*

Allocation to Bidders in all categories except the Anchor Investor Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportional basis. For further details, see "*Offer Procedure*" beginning on page 319.

For details of the terms of the Offer, see "*Terms of the Offer*" beginning on page 312.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Information as at and for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019 and three months ended June 30, 2021 and June 30, 2020.

The Restated Consolidated Financial Information referred to above is presented under "Restated Consolidated Financial Information" beginning on page 173. *The summary of financial information presented below should be read in conjunction with the Restated Consolidated Financial Information, the notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page* 259.

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RESTATED CONSOLIDATED BALANCE SHEET INFORMATION

(₹ in million)

		Particulars	As at June 30, 2021	As at June 30, 2020	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
		Assets					
1	**Non-current assets**						
	a	Property, plant and equipment	529.62	511.95	493.87	485.53	1,310.37
	b	Capital work-in-progress	0.91	1.07	14.21	54.28	51.30
	c	Right of use assets	46.09	117.44	57.20	136.70	213.59
	d	Other intangible assets	19.17	8.00	13.30	3.98	41.36
	e	Financial assets					
	i	Investments	2,725.96	3,840.33	2,736.79	3,849.01	3,260.93
	ii	Other financial assets	216.15	247.49	212.83	238.92	254.23
	f	Income tax assets (net)	281.60	291.51	277.20	256.98	185.55
	g	Deferred tax assets (net)	116.42	35.73	91.23	30.50	12.03
	h	Other non-current assets	20.42	12.69	20.59	18.70	62.88
		Total non-current assets	**3,956.35**	**5,066.21**	**3,917.22**	**5,074.60**	**5,392.24**
2	**Current Assets**						
	a	Financial assets					
	i	Investments	518.72	218.34	114.36	212.07	464.20
	ii	Trade receivables	2,119.46	2,367.63	1,977.43	2,107.14	1,818.76
	iii	Cash and cash equivalents	165.10	125.11	734.61	410.43	393.84
	iv	Other bank balances (bank balances other than iii above)	548.24	343.23	416.83	90.64	161.00
	v	Other financial assets	144.34	214.84	191.22	216.63	182.41
	b	Other current assets	473.48	490.41	448.23	463.30	283.59
		Total current assets	**3,969.34**	**3,759.56**	**3,882.68**	**3,500.21**	**3,303.80**
3	**Assets held for sale**		823.94	823.94	823.94	823.94	-
		Total assets	**8,749.62**	**9,649.71**	**8,623.84**	**9,398.75**	**8,696.04**
		Equity and liabilities					
1	**Equity**						
	a	Equity share capital	401.39	400.08	401.39	400.08	400.05
	b	Other equity	**6,382.78**	**7,242.31**	**6,275.05**	**7,135.91**	**6,255.20**
		Equity attributable to shareholders of the Company	**6,784.18**	**7,642.39**	**6,676.44**	**7,535.99**	**6,655.25**
		Non-controlling interest	(1.85)	(1.85)	(1.85)	(1.85)	(1.14)
		Total equity	**6,782.32**	**7,640.54**	**6,674.59**	**7,534.14**	**6,654.11**
2	**Liabilities**						
	1	**Non-current liabilities**					
	a	Financial liabilities					
	i	Lease liabilities	7.55	51.32	18.66	66.76	139.15
	ii	Other financial liabilities	-	-	-	-	17.10
	b	Provisions	160.29	46.03	134.71	98.60	83.10
	c	Other non-current liabilities	12.08	13.60	11.22	16.44	32.77
		Total non current liabilities	**179.92**	**110.95**	**164.59**	**181.80**	**272.12**
	2	**Current liabilities**					
	a	Financial liabilities					
	i	Lease liabilities	43.65	70.70	43.21	72.32	64.22
	ii	Trade payables					
		1. Total outstanding dues of micro enterprises and small enterprises	30.78	49.10	167.10	60.60	50.80
		2. Total outstanding dues of creditors other than micro enterprises and small enterprises	1,048.26	989.11	821.31	826.24	848.93
	iii	Other financial liabilities	149.43	119.25	152.71	179.61	154.48
	b	Provisions	35.46	140.37	103.48	96.49	52.16
	c	Other current liabilities	479.80	529.69	496.85	447.55	545.98
	d	Income tax liabilities (net)	-	-	-	-	53.24
		Total current liabilities	**1,787.39**	**1,898.22**	**1,784.66**	**1,682.81**	**1,769.81**
		Total equity and liabilities	**8,749.62**	**9,649.71**	**8,623.84**	**9,398.75**	**8,696.04**

Note: The above summary should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS INFORMATION

(₹ in million)

Particulars	For the period ended		For the year ended		
	June 30, 2021	June 30, 2020	March 31, 2021	March 31, 2020	March 31, 2019
Income					
Revenue from operations	1,345.10	963.95	6,031.32	7,161.39	7,552.40
Other income	85.83	109.29	488.95	385.01	332.64
Total Income	1,430.93	1,073.24	6,520.27	7,546.40	7,885.04
Expenses					
Employee benefits expense	177.87	173.57	752.67	686.28	651.77
Finance costs	1.36	3.10	9.45	16.23	21.89
Depreciation and amortisation expense	40.61	45.23	167.91	270.11	275.96
Other expenses	1,088.07	715.91	4,430.22	4,997.61	5,130.45
Total Expenses	**1,307.91**	**937.81**	**5,360.25**	**5,970.23**	**6,080.07**
Profit before tax	**123.02**	**135.42**	**1,160.02**	**1,576.17**	**1,804.97**
Less : Tax expense					
Current tax	46.40	23.90	298.90	376.10	573.71
Deferred tax	(25.19)	(5.23)	(60.73)	(18.47)	(4.04)
Total tax expense	**21.21**	**18.67**	**238.17**	**357.63**	**569.67**
Profit for the period/year (A)	**101.81**	**116.76**	**921.85**	**1,218.54**	**1,235.30**
Other comprehensive income					
Items that will not be reclassified subsequently to profit or loss					
Re-measurement of the defined benefit liability / asset	2.16	(12.16)	(28.60)	(37.86)	(1.41)
Total other comprehensive income (net of tax) (B)	**2.16**	**(12.16)**	**(28.60)**	**(37.86)**	**(1.41)**
Total comprehensive income (A+B)	**103.97**	**104.60**	**893.25**	**1,180.68**	**1,233.89**
Profit for the period/year attributable to :					
Owners of the Company	101.81	116.76	921.85	1,219.25	1,236.04
Non-controlling interest	-	-	-	(0.71)	(0.74)
	101.81	116.76	921.85	1,218.54	1,235.30
Other comprehensive income for the period/year attributable to:					
Owners of the Company	2.16	(12.16)	(28.60)	(37.86)	(1.41)
Non-controlling interest	-	-	-	-	-
	2.16	(12.16)	(28.60)	(37.86)	(1.41)
Total comprehensive income for the period/year attributable to:					
Owners of the Company	103.97	104.60	893.25	1,181.39	1,234.63
Non-controlling interest	-	-	-	(0.71)	(0.74)
	103.97	104.60	893.25	1,180.68	1,233.89
Earnings per equity share					
Weighted average equity shares used in computing earnings per equity share					
- Basic (Rs.)	4,01,39,462	4,00,07,981	4,00,50,487	4,00,05,469	4,00,00,348
- Diluted (Rs.)	4,01,88,935	4,01,16,712	4,00,85,730	4,00,96,691	4,00,55,432
Equity shares of par value Rs. 10 each					
- Basic earnings per share (Rs.)	2.54	2.92	23.02	30.48	30.90
- Diluted earnings per share (Rs.)	2.53	2.91	23.00	30.41	30.86

Note: The above summary should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS INFORMATION

(₹ in million)

	Particulars	For the period ended		For the year ended		
		June 30, 2021	June 30, 2020	March 31, 2021	March 31, 2020	March 31, 2019
A)	**Cash flow from operating activities**					
	Profit before tax	**123.02**	**135.42**	**1,160.02**	**1,576.17**	**1,804.97**
	Adjustments for :					
	Depreciation and amortisation	40.61	45.23	167.91	270.11	275.96
	Amortisation of premium / discount on Government/debt securities	4.82	4.70	11.30	17.20	14.60
	Loss on sale /discard of assets (net)	-	-	-	0.10	1.21
	Provision for impairment of investments	-	-	-	-	0.60
	Lease termination	-	-	(1.40)	-	-
	Provision for doubtful debts	118.48	9.00	292.00	106.30	-
	Loss on sale of current investments measured at amortised cost	-	-	-	-	0.51
	Interest income on financial assets carried at amortised cost	(55.26)	(71.12)	(262.66)	(250.46)	(211.73)
	Interest income on bank deposits	(9.55)	(7.30)	(24.77)	(19.00)	(18.99)
	Interest on lease expense	1.36	3.10	9.45	16.23	20.09
	Share based payment expense	3.76	1.80	11.41	12.01	25.61
	Profit on sale of investments carried on amortised cost	(0.02)	-	(52.28)	(0.20)	-
	Dividend income	(2.63)	(2.29)	(9.22)	(16.28)	(11.58)
	Operating cash flow before changes in working capital	**224.59**	**118.54**	**1,301.76**	**1,712.18**	**1,901.25**
	Changes in:					
	Increase in trade receivables	(260.51)	(269.49)	(162.29)	(394.67)	(167.76)
	Decrease/(Increase) in other financial assets	85.85	40.43	22.97	(7.70)	77.01
	Decrease/(Increase) in other assets	(25.08)	(21.10)	13.27	(154.30)	(65.51)
	Increase/(Decrease) in trade payables	90.63	151.37	101.57	(12.89)	160.83
	(Decrease)/Increase in other financial liabilities	20.31	(55.41)	(15.55)	(14.02)	122.00
	Increase/(Decrease) in other liabilities	(17.23)	78.85	44.08	(114.77)	28.35
	Increase/(Decrease) in provisions	(37.98)	(32.62)	14.50	22.04	(105.75)
	Cash generated from operations	**80.57**	**10.57**	**1,320.31**	**1,035.87**	**1,950.42**
	Income taxes paid	(50.80)	(58.42)	(319.12)	(500.77)	(590.98)
	Net cash generated from operating activities (A)	**29.77**	**(47.85)**	**1,001.19**	**535.10**	**1,359.44**
B)	**Cash flow from investing activities**					
	Purchase of property, plant and equipment, intangible assets and capital advances given	(81.00)	1.74	(93.24)	(120.24)	(271.86)
	Proceeds from sale of property, plant and equipment	-	-	-	2.40	2.10
	Interest received	22.52	31.20	315.94	240.19	216.69
	Dividend received	2.63	2.29	9.22	16.28	11.58
	Purchase of non-current investments (net of interest accrued upto date of purchase)	-	-	-	(607.30)	(793.30)
	Purchase of current investments	(400.00)	-	(400.00)	-	(661.80)
	Investment/maturities in fixed deposits (net)	(131.41)	(252.55)	(326.16)	88.43	(124.92)
	Proceeds from redemption of non-current investments	-	-	1,040.80	4.94	10.00
	Proceeds from redemption of current investments	-	-	610.00	250.00	573.60
	Net cash generated from/ (used in) investing activities (B)	**(587.26)**	**(217.32)**	**1,156.56**	**(125.30)**	**(1,037.91)**
C)	**Cash flow from financing activities**					
	Proceeds from exercise of stock	-	-	40.75	0.80	1.64

	Particulars	For the period ended		For the year ended		
		June 30, 2021	**June 30, 2020**	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
	options					
	Dividend paid	-	-	(1,804.96)	(260.00)	(260.00)
	Dividend distribution tax paid	-	-	-	(53.49)	(53.48)
	Lease liability paid	(10.67)	(17.06)	(59.91)	(64.29)	(58.36)
	Interest on lease liability paid	(1.36)	(3.10)	(9.45)	(16.23)	(21.89)
	Net cash used in financing activities (C)	**(12.03)**	**(20.16)**	**(1,833.57)**	**(393.21)**	**(392.09)**
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(569.51)**	**(285.33)**	**324.18**	**16.59**	**(70.56)**
	Cash and cash equivalents at the beginning of the period/ year	**734.61**	**410.43**	**410.43**	**393.84**	**464.40**
	Cash and cash equivalents at the end of the period/year	**165.10**	**125.11**	**734.61**	**410.43**	**393.84**

Notes to Consolidated Cash Flow Statement Information:

1. Cash and cash equivalents represent cash, bank balances and term deposits with banks with original maturity up to three months.
2. The Group has used profit before tax as the starting point for presenting operating cash flows using the indirect method.

Changes in liabilities arising from financing activities	June 30, 2021	June 30 2020	March 31, 2021	March 31, 2020	March 31, 2019
Opening balance of lease liabilities	61.87	139.08	139.08	203.37	-
Additions on account of adoption of Ind AS 116	-	-	-	-	261.73
Interest accrued during the period/year	1.36	3.10	9.45	16.23	21.89
Termination	-	-	(17.30)	-	-
Cash flow movement	(12.03)	(20.16)	(69.36)	(80.52)	(80.25)
Closing balance of lease liabilities	51.20	122.02	61.87	139.08	203.37

Note: The above summary should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

GENERAL INFORMATION

Our Company was originally incorporated as 'National Securities Depository Limited' on December 27, 1995 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the RoC. Our Company was issued a certificate for commencement of business dated February 8, 1996 by the RoC. Pursuant to the Scheme of Arrangement, the name of our company was changed from 'National Securities Depository Limited' to "NSDL e-Governance Infrastructure Limited" and fresh certificate of incorporation was issued on December 19, 2012 by the RoC. The name of our Company was changed from 'NSDL e-Governance Infrastructure Limited' to 'Protean eGov Technologies Limited' pursuant to a shareholders' resolution dated October 28, 2021, to represent the full gamut of products and service offerings of the Company in the space of information technology solutions and extension into new markets, sectors and geographies, and a fresh certificate of incorporation was granted by the RoC on December 8, 2021. For further details in relation to the Scheme of Arrangement, see "*History and Certain Corporate Matters - Scheme of Arrangement between NSDL Depository Limited and our Company*" on page 148. For further details in relation to the changes in the name and registered office of our Company, see "*History and Certain Corporate Matters*" beginning on page 146.

Registered and Corporate Office

Protean eGov Technologies Limited
Times Tower, 1st Floor, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra
CIN: U72900MH1995PLC095642
Company registration number: 095642

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been filed electronically on the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January19, 2018, and emailed at cfddil@sebi.gov.in. in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure -Division of Issues and Listing – CFD."

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act will be filed with the RoC and a copy of the Prospectus required to be filed under Section 26 of the Companies Act will be filed with the RoC situated at:

Registrar of Companies, Maharashtra at Mumbai
100, Everest
Marine Drive
Mumbai 400 002
Maharashtra, India

Board of Directors

As on the date of this Draft Red Herring Prospectus, our Board comprises the following:

Name	Designation	DIN	Address
Suresh Kumar Sethi	Managing Director and Chief Executive Officer	06426040	C/901, Lodha Bellissimo, N M Joshi Marg, Apollo Mill Compound, Mahalaxmi, Mumbai, 400 011, Maharashtra
Jayesh Waman Sule	Whole-time Director and Chief Operating Officer	07432517	601, Matoshree Heights, D. L. Vaidya Road, Dadar West, Mumbai 400 028, Maharashtra
Karan Omprakash Bhagat	Non-Executive Director	03247753	4501, 45th Floor, Old Simplex Mill Compound, Aqua Tower II, Planet Godrej, K.K. Marg, Near Jacob Circle, Mahalaxmi East, Mumbai, 400 011, Maharashtra
Mukesh Agarwal	Non-Executive Director	03054853	C/O, A-904, Paradise Raheja Vihar, Opp. Chandivali Studio, Powai, Mumbai, 400 072, Maharashtra
Shailesh Vishnubhai Haribhakti	Independent Director	00007347	10 & 11, Sahil Apartments, Aiiravat Co-operative Housing Society Ltd, 14 Altamount Road, Cumbala Hill, Mumbai, 400 026, Maharashtra
Dharmishta Narendraprasad Raval	Independent Director	02792246	25, Saurabh Society, Drive in Road, Ahmedabad, 380 009, Gujarat
Abhaya Prasad Hota	Independent Director	02593219	Flat No B2 – 902, Mahindra Vivante, Suren Road, Andheri East, Mumbai, 400 093, Maharashtra
Nishita Nirmal Mhatre	Independent Director	08489369	4 Matrusmriti, 13th Road, Near Khar Gymkhana, Khar West, Mumbai, 400 052, Maharashtra

For further details of our Directors, see "*Our Management*" on page 151.

Company Secretary and Compliance Officer

Maulesh Kantharia
Times Tower, 1st Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai, 400 013
Maharashtra
Tel: +91 22 2499 4200
Email: cs@nsdl.co.in

Statutory Auditors to our Company

B S R & Associates LLP
14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center,
Western Express Highway,
Goregaon (East), Mumbai- 400 063
Tel: +91 22 6257 1000
Email: shabbirr@bsraffiliates.com
Firm registration number: 116231W/W - 100024
Peer review certificate number: 011719

There has been no change in our auditors in the last three years, preceding the date of this Draft Red Herring Prospectus.

Book Running Lead Managers

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg,
Prabhadevi,
Mumbai 400 025
Maharashtra, India
Tel: +91 22 6807 7100
E-mail: protean.ipo@icicisecurities.com
Investor grievance Id:
customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact person: Rupesh Khant/ Monank Mehta
SEBI registration no.: INM000011179

Equirus Capital Private Limited
12th Floor, C Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai - 400 013
Maharashtra, India
Tel: +91 22 4332 0700
E-mail: protean.ipo@equirus.com
Investor grievance Id: investorsgrievance@equirus.com
Website: www.equirus.com
Contact person: Ankesh Jain
SEBI registration no.: INM000011286

IIFL Securities Limited*
10th Floor, IIFL Centre,
Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai 400 013
Maharashtra, India
Tel : +91-22-4646-4600
Email : protean.ipo@iiflcap.com
Investor grievance Id: ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact person: Pinkesh Soni/ Dhruv Bhagwat
SEBI registration no.: INM000010940
** In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, IIFL Securities Limited will be involved only in marketing of the Offer. IIFL Securities Limited has signed the due diligence certificate and has been disclosed as BRLM for the Offer.*

Nomura Financial Advisory and Securities (India) Private Limited
Ceejay House, Level 11, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli
Mumbai 400 018
Maharashtra, India
Tel: +91 22 4037 4037
E-mail: proteanipo@nomura.com
Investor grievance Id: investorgrievances-in@nomura.com
Website:
www.nomuraholdings.com/company/group/asia/india/index.html
Contact person: Vishal Kanjani
SEBI registration no.: INM000011419

Legal Counsel to our Company as to Indian Law

Cyril Amarchand Mangaldas

Prestige Falcon Tower
3rd Floor, Brunton Road
Craig Park Layout, Victoria Road
Bengaluru 560 001
Karnataka, India
Tel: +91 80 6792 2000

Legal Counsel to the BRLMs as to Indian Law

Khaitan & Co
One World Center
10th & 13th Floors, Tower 1C
841, Senapati Bapat Marg
Mumbai, 400 013, India
Tel.: +91 22 6636 5000

International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee
50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049321
Tel: +65 6538 0900

Legal Counsel to NSEIL, HDFC Bank and Axis Bank as to Indian Law

AZB & Partners
AZB House, Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013, India
Tel: + 91 22 6639 6880

Legal Counsel to Deutsche Bank A. G. as to Indian Law

J. Sagar Associates
Vakils House,
18 Sprott Road
Ballard Estate
Mumbai 400 001
Tel: +91 22 4341 8600

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor, 247 Park
L.B.S. Marg,
Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 22 49 18 6200
E-mail: protean.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail Id: protean.ipo@linkintime.co.in
Contact person: Shanti Gopalkrishnan
SEBI registration number: INR000004058

Bankers to the Offer

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Offer Bank(s)

[●]

Sponsor Bank

[●]

Bankers to our Company

IDBI Bank Limited
Nariman Point Branch, C Wing,
Mittal Tower, Ground Floor,
Mumbai 400 021
Maharashtra
Email: rb004@idbi.co.in
Tel: +91 22 23885388/22885582
Website: www.idbibank.in
Contact person: Ajit Anand, DGM, Branch Head

HDFC Bank Limited
FIG – OPS Department – Lodha
I Think Techno Campus 0 -3 Level,
Next to Kanjurmarg, Railway Station,
Kanjurmarg (East)
Mumbai, 400 042
Maharashtra
Email: varinder.siglani@hdfcbank.com
Tel: +91 22 30752927/ 30752928/30572914
Website: www.hdfcbank.com
Contact person: Tushar Gavankar, Siddharth Jadhav, Prasanna Uchil, Neerav Desal

Axis Bank Limited
Worli Naka Mumbai
Email: worlinaka.branchhead@axisbank.com
Tel: +91 9833558630/ 9836056935
Website: www.axisbank.com
Contact person: Dilip Kanaujiya / Saket Prakash

Union Bank of India
Ground Floor, G-4A, Welspun House, Kamala City, Lower Parel (West)
Mumbai, 400 013
Email: cb0750@unionbankofindia.com
Tel: +91 22 24970676/24970678/24933311
Website: www.unionbankofindia.co.in
Contact person: Saibabu, Asst. General Manager

Central Bank of India
Lower Parel, Elmac House,
1st Floor, 126 Senapati Bapat Marg,
Lower Parel 400 013
Mumbai, Maharashtra
Email: bmmums0616@centralbank.co.in
Tel: +91 22 24963278
Contact person: Dinesh Kumar Maurya

Syndicate Members

[●]

Designated Intermediaries

Self-Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA (other than through the 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=35 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as 'Annexure A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on the SEBI website.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the website of the Stock Exchange at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the website of the Stock Exchange at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?, as updated from time to time.

Experts to the Offer

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

Our Company has received written consent dated December 24, 2021 from our Statutory Auditors namely, B S R & Associates LLP, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) and 26(5) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated August 17, 2021 on our Restated Consolidated Financial Information; and (ii) their report dated December 21, 2021 on the Statement of Possible Special Tax Benefits in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Inter-se allocation of responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, abridged prospectus and application form. The Book Running Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchange, RoC and SEBI including finalisation of Prospectus and RoC filing	All BRLMs*	ICICI Securities
2.	Capital structuring with the relative components and formalities such as type of instruments, size of issue, allocation between primary and secondary, etc.	All BRLMs*	ICICI Securities
3.	Drafting and approval of all statutory advertisements	All BRLMs*	ICICI Securities

Sr. No.	Activity	Responsibility	Co-ordination
4.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in 3 above, including corporate advertising, brochures, media monitoring, etc. and filing of media compliance report	All BRLMs*	Equirus Capital
5.	Appointment of intermediaries (including co-ordinating all agreements to be entered with such parties): registrar to the Offer, advertising agency, printers, banker(s) to the Offer, Sponsor Bank, Anchor Escrow Bank, Share escrow agent, syndicate members / brokers to the Offer and underwriters.	All BRLMs*	ICICI Securities
6.	Preparation of road show presentation and frequently asked questions	All BRLMs*	Nomura Financial Advisory and Securities
7.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy and preparation of publicity budget; • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	All BRLMs*	Nomura Financial Advisory and Securities
8.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy and preparation of publicity budget; • Finalising the list and division of domestic investors for one-to-one meetings • Finalising domestic road show and investor meeting schedules	All BRLMs*	ICICI Securities
9.	Non - institutional marketing of the offer, which will cover, inter alia: • Finalising media, marketing and public relations strategy; and • Finalising centres for holding conferences etc.	All BRLMs*	Equirus Capital
10.	Retail marketing of the offer, which will cover, inter alia: • Finalising media, marketing and public relations strategy including list of frequently asked questions at retail road shows; • Finalising centers for holding conferences for brokers etc.; • Follow - up on distribution of publicity and offer material including forms, the Prospectus and deciding on the quantum of Issue material; and • Finalising collection centres	All BRLMs*	IIFL Securities
11.	Coordination with Stock Exchange for book building software, bidding terminals, mock trading, intimation to Stock Exchange for anchor portion and deposit of 1% security deposit with designated stock exchange.	All BRLMs*	Equirus Capital
12.	Managing the book and finalization of pricing in consultation with our Company and/or the Selling Shareholders	All BRLMs*	Nomura Financial Advisory and Securities
13	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and banks, intimation of allocation and dispatch of refund to bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to anchor investors, follow-up with bankers to the Offer and SCSBs to get quick estimates of collection and advising the issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, coordination for unblock of funds by SCSBs, finalization of trading, dealing and listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the Offer, bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transaction tax ("**STT**") on sale of unlisted equity shares by the Selling Shareholder under the Offer for Sale to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004. Co-ordination with SEBI and stock exchange for refund of 1% security deposit and submission of all post-offer reports including final post-offer report to SEBI.	All BRLMs*	Equirus Capital

** In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, IIFL Securities Limited will be involved only in marketing of the Offer. IIFL Securities Limited has signed the due diligence certificate and has been disclosed as BRLM for the Offer.*

Book Building Process

Book Building Process, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot size will be decided by our Company and the Selling Shareholders in consultation with the BRLMs, and advertised in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located) at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company, along with Selling Shareholders in consultation with the BRLMs after the Bid/ Offer Closing Date.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids on or before the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

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

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" on pages 316 and 319, respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. In this regard, our Company along with the Selling Shareholders have appointed the BRLMs to manage this Offer and procure Bids for this Offer.

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

Underwriting Agreement

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

The Underwriters have indicated their intention to underwrite the following number of Equity Shares pursuant to the Underwriting Agreement:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

Name, Address, Telephone Number and Email Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]

The abovementioned underwriting commitments are indicative and will be finalised after pricing of the Offer, the Basis of Allotment and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board, the resources of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange. Our Board/ IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

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

S. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A.	**AUTHORISED SHARE CAPITAL** (1)		
	500,000,000 Equity Shares of face value of ₹10 each	5,000,000,000	
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	40,267,130 Equity Shares of face value of ₹10 each	402,671,300	[●]
C.	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS** (2)		
	Offer for Sale of up to 12,080,140 Equity Shares of face value of ₹10 each by the Selling Shareholders aggregating up to ₹[●] million(2) (3)	120,801,400	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	40,267,130 Equity Shares of face value of ₹10 each	402,671,300	[●]
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before and after the Offer	52,496,574.00	

** To be included upon finalisation of the Offer Price.*

(1) For details in relation to the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 146.

(2) The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated December 3, 2021 and this DRHP has been approved by our Board pursuant to a resolution passed on December 23, 2021 and IPO Committee resolution dated December 24, 2021. Further, our Board has taken on record the consent of Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated December 23, 2021. Each of the Selling Shareholders have confirmed and authorized their respective participation in the Offer for Sale. For further details, see "Other Regulatory and Statutory Disclosures" beginning on page 296.

(3) The Equity Shares being offered by each Selling Shareholder have been held by them for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus in accordance with the SEBI ICDR Regulations, or are otherwise eligible for being offered for sale pursuant to the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details of authorisations for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" beginning on page 296.

Notes to the Capital Structure

(1) Equity share capital history of our Company

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

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (in ₹)	Issue/buyback price per Equity Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
December 27, 1995	10	10	10	Initial subscription to the MoA(1)	Cash	10	100
August 27, 1996	51,000,000	10	10	Further issue (2)	Cash	51,000,010	510,000,100
October 18,1996	38,999,992	10	10	Further issue (3)	Cash	90,000,002	900,000,020
December 12, 1996	9,999,998	10	10	Further issue (4)	Cash	100,000,000	1,000,000,000
July 21, 1997	5,000,000	10	10	Further issue (5)	Cash	105,000,000	1,050,000,000
July 19, 2000	(25,000,000)	10	12	Buy-back (6)	NA	80,000,000	800,000,000
December 9, 2012	(40,000,000)	10	-	Cancellation of 40,000,000 Equity Shares pursuant to the Scheme of Arrangement (7)	NA	40,000,000	400,000,000
March 8, 2019	5,300	10	310	Exercise of employee stock	Cash	40,005,300	400,053,000

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (in ₹)	Issue/buyback price per Equity Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
				options granted under the ESOP Scheme (8)			
March 13, 2020	2,681	10	310	Exercise of employee stock options granted under the ESOP Scheme 9)	Cash	40,007,981	40,079,810
Equity Shares issued in the preceding one year below the Offer Price							
March 23, 2021	131,481	10	310	Exercise of employee stock options granted under the ESOP Scheme (10)	Cash	40,139,462	401,394,620
August 17, 2021	127,668	10	310	Exercise of employee stock options granted under the ESOP Scheme (11)	Cash	40,267,130	402,671,300
Total						**40,267,130**	**402,671,300**

(1) *Allotment of three Equity Shares to Industrial Development Bank of India, two Equity Shares to Unit Trust of India, one Equity Share to National Stock Exchange of India Limited, one Equity Share to Anilkumar Gajanan Karkhanis, one Equity Share to Pavagada Srinivasa Subramanyam, one Equity Share to Basudeb Manindra Nath Sen, and one Equity Share to Ramchandra Hanmant Patil.*

(2) *Allotment of 2,000,000 Equity Shares to Industrial Development Bank of India, 2,000,000 Equity Shares to Unit Trust of India, and 1,000,000 Equity Shares to National Stock Exchange of India Limited. 19,000,000 Equity Shares allotted to Industrial Development Bank of India, 18,000,000 Equity Shares allotted to Unit Trust of India and 9,000,000 Equity Shares allotted to National Stock Exchange of India Limited were partly paid up on the date of allotment and were subsequently made fully paid up on October 18, 1996.*

(3) *Allotment of 19,999,995 Equity Shares to Industrial Development Bank of India, and 18,999,997 Equity Shares to Unit Trust of India.*

(4) *Allotment of 4,999,999 Equity Shares to Industrial Development Bank of India, and 4,999,999 Equity Shares to Unit Trust of India.*

(5) *Allotment of 5,000,000 Equity Shares to State Bank of India.*

(6) *Buyback of 12,000,000 Equity Shares from Industrial Development Bank of India, 12,000,000 Equity Shares from Unit Trust of India, and 1,000,000 Equity Shares from State Bank of India.*

(7) *Pursuant to the Scheme of Arrangement, between NSDL Depository Limited and the Company (erstwhile National Securities Depository Limited) the issued, subscribed and paid-up share capital of the Company stood reduced from ₹80,00,00,000 comprising of 80,000,000 Equity Shares of ₹10 each to ₹400,000,000 comprising of 40,000,000 Equity Shares of ₹10 each pursuant to the cancellation of 40,000,000 Equity Shares of ₹10 each*

(8) *Allotment of 1,024 Equity Shares to Gopa Kumar T. N., 500 Equity Shares to Ashwini Naigaonkar, 2,024 Equity Shares to Ankush K. Deshpande, 250 Equity Shares to Nitin Joshi, 250 Equity Shares to Prasenjit Mukherjee, 100 Equity Shares to Mandar S. Karlekar, 200 Equity Shares to Anup Kumar Agarwal, and 952 Equity Shares to Sujeet Suryawanshi pursuant to exercise of employee stock options under the ESOP Scheme*

(9) *Allotment of 2,681 Equity Shares to Sanjay Jain, pursuant to exercise of employee stock options under the ESOP Scheme*

(10) *Allotment of 78,837 Equity Shares to Gagan Rai, 15,000 Equity Shares to Jayesh Waman Sule, 8,000 Equity Shares to Tejas Desai, 4,000 Equity Shares to Devendra Rane, 3,000 Equity Shares to Vivek Acharya, 750 Equity Shares to Prasenjit Mukherjee, 500 Equity Shares to Nitin Joshi, 8,000 Equity Shares to Dharmesh Parekh, 2,000 Equity Shares to Ravi Prakash Garg, 500 Equity Shares to Mandar Karlekar, 1,000 Equity Shares to Kamalam Venkatesan, 3,490 Equity Shares to Ranjit Jadhav, 2,500 Equity Shares to Sanjitkumar Gawde, 2,000 Equity Shares to Maulesh Kantharia, and 1,904 Equity Shares to Sujeet Suryawanshi pursuant to exercise of employee stock options under the ESOP Scheme*

(11) *Allotment of 26,097 Equity Shares to Jayesh Waman Sule, 10,000 Equity Shares to Milind Mungale, 6,815 Equity Shares to T.N. Gopa Kumar, 6,306 Equity Shares to Kishore Sudra, 6,248 Equity Shares to Ashwini Naigaonkar, 6,000 Equity Shares to Hiten Mehta, 5,105 Equity Shares to Prasenjit Mukherjee, 4,382 Equity Shares to Kapil Kapoor, 4,081 Equity Shares to Ankush Deshpande, 4,000 Equity Shares to Amit Sinha, 3,798 Equity Shares to Prakash Talekar, 3,748 Equity Shares to Vivek Acharya, 3,400 Equity Shares to Jaydeep Joshi, 3,276 Equity Shares to Mandar Karlekar, 3,000 Equity Shares to Ajay Munje, 2,856 Equity Shares to Mahesh Sheth, 2,729 Equity Shares to Kamalam Venkatesan, 2,700 Equity Shares to Mantu Prasad, 2,700 Equity Shares to Avinash Krishnan, 2,500 Equity Shares to Sunil Samuel, 2,336 Equity Shares to Dattaram Mhadgut, 2,303 Equity Shares to Devendra Rane, 2,023 Equity Shares to Ravi Garg, 1,598 Equity Shares to Dharmesh Parekh, 1,537 Equity Shares to Abidali Allarakhia, 1,285 Equity Shares to Nitin Joshi, 1,284 Equity Shares to Tejas Desai,*

1,200 Equity Shares to Vinith Nair, 1,200 Equity Shares to Dharmesh Bajpai, 1,000 Equity Shares to Babina Dinashan, 952 Equity Shares to Manoj Dave, 709 Equity Shares to Anup K. Agarwal and 500 Equity Shares to Maulesh Kantharia.

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

2. **Equity Shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves**

Our Company has not issued Equity Shares through bonus issue or for consideration other than cash or out of revaluation reserves.

3. **Issue of Equity Shares under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act**

Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act.

4. **Issue of Equity Shares under employee stock option scheme**

Our Company has issued Equity Shares pursuant to exercise of employee stock options under its ESOP Scheme. For details in relation to the employee stock option plan of our Company, see "*Capital Structure – Employee Stock Option Scheme*" on pages 72.

5. **Equity Shares issued in the preceding one year below the Offer Price**

Except as disclosed in *"- Notes to the Capital Structure – Equity share capital history of our Company - Equity Shares issued in the preceding one year below the Offer Price*", our Company has not issued any equity shares at a price which may be lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus.

6. **Shareholding Pattern of our Company**

The table below presents the shareholding pattern of our Company as of the date of filing of this Draft Red Herring Prospectus:

Category (I)	**Category of shareholder (II)**	**Number of shareholders (III)**	**Number of fully paid up equity shares held (IV)**	**Number of Partly paid-up equity shares held (V)**	**Number of shares underlying depository receipts (VI)**	**Total number of shares held (VII) =(IV)+(V)+(VI)**	**Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)**	**Number of Voting Rights held in each class of securities (IX)**				**Number of shares underlying outstanding convertible securities (including Warrants) (X)**	**Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)**	**Number of Locked in shares (XII)**		**Number of Shares pledged or otherwise encumbered (XIII)**		**Number of equity shares held in dematerialized form (XIV)**
								Number of Voting Rights			**Total as a % of (A+B+C)**							
								Class e.g.: Equity Shares	**Class e.g.: Others**	**Total**				**Number (a)**	**As a % of total Shares held** (b)	**Number (a)**	**As a % of total Shares held (b)**	
(A)	Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA		NA		NA	NA
(B)	Public	59	40,267,130	-	-	40,267,130	100	40,267,130	-	40,267,130	100	Nil	Nil		Nil		Nil	40,267,130
(C)	Non-Promoter-Non-Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil		Nil		Nil	Nil
(C1)	Shares underlying depository receipts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil		Nil		Nil	Nil
(C2)	Shares held by employee trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil		Nil		Nil	Nil
	Total	**59**	**40,267,130**	**-**	**-**	**40,267,130**	**100**	**40,267,130**	**-**	**40,267,130**	**100**	**Nil**	**Nil**	**Nil**		**Nil**		**40,267,130**

7. **Details of equity shareholding of the major shareholders of our Company**

a) Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, and the number of Equity Shares held by them, as of the date of this Draft Red Herring Prospectus:

S. No.	Name of the shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	NSE Investments Limited	10,018,000	24.88
2.	IIFL Special Opportunities Fund	2,894,507	7.19
3.	Administrator of the Specified Undertaking of the Unit Trust of India-DRF	2,732,000	6.78
4.	IIFL Special Opportunities Fund- Series 4	2,499,178	6.21
5.	IIFL Special Opportunities Fund- Series 2	2,016,366	5.01
6.	State Bank of India	2,000,000	4.97
7.	HDFC Bank Limited	2,000,000	4.97
8.	Axis Bank Limited	2,000,000	4.97
9.	Deutsche Bank A.G.*	2,000,000	4.97
10.	IIFL Special Opportunities Fund- Series 5	1,947,396	4.84
11.	IIFL Special Opportunities Fund – Series 7	1,663,166	4.13
12.	Citicorp Finance India Limited	1,250,000	3.10
13.	HSBC Limited	1,250,000	3.10
14.	Standard Chartered Bank	1,250,000	3.10
15.	Union Bank of India	1,125,000	2.79
16.	IIFL Special Opportunities Fund – Series 3	933,293	2.32
17.	Punjab National Bank	913,000	2.27
18.	Bank of Baroda	625,000	1.55
19.	Canara Bank	500,000	1.24
	Total	**39, 616, 906**	**98.39**

**It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.*

b) Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, and the number of Equity Shares held by them, as of 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	NSE Investments Limited	10,018,000	24.88
2.	IIFL Special Opportunities Fund	2,894,507	7.19
3.	Administrator of the Specified Undertaking of the Unit Trust of India-DRF	2,732,000	6.78
4.	IIFL Special Opportunities Fund- Series 4	2,499,178	6.21
5.	IIFL Special Opportunities Fund- Series 2	2,016,366	5.01
6.	State Bank of India	2,000,000	4.97
7.	HDFC Bank Limited	2,000,000	4.97
8.	Axis Bank Limited	2,000,000	4.97
9.	Deutsche Bank A.G.*	2,000,000	4.97
10.	IIFL Special Opportunities Fund- Series 5	1,947,396	4.84
11.	IIFL Special Opportunities Fund – Series 7	1,663,166	4.13
12.	Citicorp Finance India Ltd.	1,250,000	3.10
13.	HSBC Limited	1,250,000	3.10
14.	Standard Chartered Bank	1,250,000	3.10
15.	Union Bank of India	1,125,000	2.79
16.	IIFL Special Opportunities Fund – Series 3	933,293	2.32
17.	Punjab National Bank	913,000	2.27
18.	Bank of Baroda	625,000	1.55
19.	Canara Bank	500,000	1.24
	Total	**39, 616, 906**	**98.39**

**It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.*

c) Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, and the number of Equity Shares held by them, as of one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	NSE Investments Limited	10,018,000	25.04
2.	IIFL Special Opportunities Fund	2,894,507	7.23
3.	Administrator of the Specified Undertaking of the Unit Trust of India-DRF	2,732,000	6.83
4.	IIFL Special Opportunities Fund- Series 4	2,499,178	6.25
5.	IIFL Special Opportunities Fund- Series 2	2,016,366	5.04
6.	State Bank of India	2,000,000	4.99
7.	HDFC Bank Limited	2,000,000	4.99
8.	Axis Bank Limited	2,000,000	4.99
9.	Deutsche Bank A.G.*	2,000,000	4.99
10.	IIFL Special Opportunities Fund- Series 5	1,947,396	4.87
11.	IIFL Special Opportunities Fund – Series 7	1,663,166	4.16
12.	Citicorp Finance India Limited	1,250,000	3.12
13.	HSBC Limited	1,250,000	3.12
14.	Standard Chartered Bank	1,250,000	3.12
15.	Union Bank of India	1,125,000	2.81
16.	IIFL Special Opportunities Fund – Series 3	933,293	2.33
17.	Punjab National Bank	913,000	2.28
18.	Bank of Baroda	625,000	1.56
19.	Canara Bank	500,000	1.25
	Total	**39, 616, 906**	**98.97**

**It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.*

d) Set forth below is a list of shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, and the number of Equity Shares held by them, as of two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	NSE Investments Limited	10,018,000	25.04
2.	IIFL Special Opportunities Fund	2,894,507	7.23
3.	Administrator of the Specified Undertaking of the Unit Trust of India-DRF	2,732,000	6.83
4.	IIFL Special Opportunities Fund- Series 4	2,499,178	6.25
5.	IIFL Special Opportunities Fund- Series 2	2,016,366	5.04
6.	State Bank of India	2,000,000	4.99
7.	HDFC Bank Limited	2,000,000	4.99
8.	Axis Bank Limited	2,000,000	4.99
9.	Deutsche Bank A.G.*	2,000,000	4.99
10.	IIFL Special Opportunities Fund- Series 5	1,947,396	4.87
11.	IIFL Special Opportunities Fund – Series 7	1,663,166	4.16
12.	Citicorp Finance India Limited	1,250,000	3.12
13.	HSBC Limited	1,250,000	3.12
14.	Standard Chartered Bank	1,250,000	3.12
15.	Union Bank of India	1,125,000	2.81
16.	IIFL Special Opportunities Fund – Series 3	933,293	2.33
17.	Oriental Bank of Commerce	913,000	2.28
18.	Bank of Baroda	625,000	1.56
19.	Canara Bank	500,000	1.25
	Total	**39, 616, 906**	**98.97**

**It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.*

8. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of

Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or otherwise.

9. As of the date of filing of this Draft Red Herring Prospectus, the total number of shareholders of our Company is 59.

10. **Details of lock-in of Equity Shares**

a) *Details of the share capital locked in for eighteen months from the date of allotment*

Our Company is a professionally managed company and does not have any identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act. Accordingly, in terms of Regulation 14(1) of the SEBI ICDR Regulations, there is no requirement of minimum promoter's contribution in this Offer and accordingly, none of the Equity Shares will be locked in for a period of eighteen months pursuant to the Offer.

b) *Details of share capital locked in for six months from the date of allotment*

In terms of Regulation 17, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment, including any unsubscribed portion of the Offer for Sale, except for (i) the Equity Shares sold pursuant to the Offer for Sale; (ii) any Equity Shares allotted to the employees of our Company under the ESOP Scheme prior to the Offer, as applicable; and (iii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such shareholders.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by any person and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the Takeover Regulations.

c) *Lock-in of the Equity Shares to be allotted, if any, to the anchor investors.*

Any Equity Shares Allotted to Anchor Investors shall be locked-in for a period of 30 days from the date of Allotment.

11. Recording on non-transferability of Equity Shares locked-in

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

12. None of the Directors of our Company or their relatives, have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus

13. There have been no financing arrangements whereby our Directors and their relatives, have financed the purchase by any other person of securities of our Company (other than in the normal course of the business of the relevant financing entity) during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

14. Neither our Company, nor any of our Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Managers have not made any buy-back arrangements for purchase of Equity Shares from any person.

15. All Equity Shares offered and Allotted pursuant to the Offer will be fully paid-up at the time of Allotment.

16. Except for the options granted pursuant to the ESOP Scheme, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as of the date of this Draft Red Herring Prospectus.

17. Except for Equity Shares that may be allotted pursuant to the exercise of employee stock options granted under the ESOP Scheme, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchange, or all application monies have been refunded, as the case may be.

18. Except as disclosed in "*Our Management*" beginning on page 151, none of our Directors or Key Managerial Personnel hold any Equity Shares of our Company.

19. Apart from IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6 and IIFL Special Opportunities Fund – Series 7, in respect of which associate entities of IIFL Securities Limited act as a sponsor or investment manager, collectively hold 29.81% of the paid-up pre-Offer Equity Share capital of our Company, and hence IIFL Securities is associated as an 'associate' in terms of the SEBI Merchant Bankers Regulations, and will only be involved in the marketing of the Offer. Further, none of the Book Running Lead Managers and its associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) hold any Equity Shares of our Company.

20. No person connected with the Offer, including, but not limited to, the Book Running Lead Managers, the members of the Syndicate, our Company, and Directors shall offer any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

21. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

22. **Employee Stock Options Scheme**

Our Company, pursuant to the resolutions passed by our Board on September 20, 2017, and our Shareholders pursuant to a resolution passed on December 4, 2017, have adopted the ESOP Scheme, which has been amended pursuant to resolution passed by our Board on September 18, 2020 and our Shareholders on December 3, 2020 and has been further amended pursuant to resolutions passed by our Board on June 23, 2021 and August 17, 2021 and Shareholders on September 23, 2021.

Further, the resolution approving amendments to the ESOP Scheme, i.e. increase in ESOP Pool to 2,600,000 options and exercise period "up to 5 years" and grant of Stock Options to employees of group companies and associate companies was passed by circulation on September 2, 2021 by Nomination & Remuneration Committee and on September 3, 2021 by our Board.

The objective of the ESOP Scheme is *inter alia to* (a) to reward the key Employees for their association, dedication and contribution to the goals of the Company (b) to attract and retain talent and as well as to motivate the employees to contribute to the growth and profitability of our Company and (c) to enable employees to become co-owners and create wealth out of such ownership in future.

Pursuant to the ESOP Scheme and the resolution passed by our Board on September 20, 2017, which has been amended pursuant to resolutions passed by our Board on September 18, 2020, June 23, 2021, August 17, 2021 and through a circular resolution passed on September 3, 2021, authority has been granted to create, offer, issue and allot in one or more tranches at any time to or for the benefit of permanent employees and Directors of our Company, our holding company, group companies, associate Companies and/or our Subsidiaries, whether in India or elsewhere, such number of stock options ("**Stock Options**") not exceeding 2,600,000 Equity Shares, being 6.46% of the paid-up equity share capital of our Company as of the date of the adoption of the ESOP Scheme.

The ESOP Scheme is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The ESOP Scheme will be administered by our Nomination and Remuneration Committee.

As of the date of this Draft Red Herring Prospectus, our Company has granted 494,432 Stock Options under the ESOP Scheme.

The details of the ESOP Scheme, as certified by M/s S D T & Co, Chartered Accountants, through a certificate dated December 23, 2021 are as follows:

Particulars	Total
Total number Options granted*	494,432
Total number Options vested (excluding options that have been exercised)	203,291
Total number Options exercised	267,130
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)	432,181
Total number Options forfeited/lapsed/cancelled	24,011
Money realised by exercise of options	₹ 82.80 million
Total number of options in force	203,291

***** *LTI vehicle would be discounted ESOPs at face value of Rs. 10 and Nomination and remuneration committees grant 38,240 option via meeting dated November 18, 2021*

Particulars	From July 1, 2021 till the date of the Draft Red Herring Prospectus	June 30, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
Outstanding at the beginning of the year	292,719	292,719	380,492	385,857	396,192
Options granted	38,240[1]	Nil	60,000	Nil	Nil
Exercise Price (in ₹)	310.00 and 10.00[2]	310.00	310.00	310.00	310.00
Options exercised during the period/year	(127,668)	Nil	(131,481)	(2,681)	(5,300)
Options forfeited/lapsed during the period/year	Nil	Nil	(16,294)	(2,682)	(5,035)
Rounding off			2	(2)	
Variation of terms of options	None	None	None	None	None
Money realized by exercise of options	INR 39.57 million	Nil	INR 40.76 million	INR 0.83 million	INR 1.64 million
Total number of options in force outstanding at the period of year	203,291	292,719	292,719	380,492	385,857
Total options Exercisable (excluding the options that have been exercised)	203,291	170,326	170,326	209,392	103,387
Employee-wise detail of options granted to:					
i. Key managerial personnel					

Name of key managerial personnel	Total no. of options granted	Total no. of options granted via LTI
Gagan Rai[3]	78,837	-
Suresh Sethi	60,000	1,500
Jayesh Sule	41,097	1,500
Tejas Desai	12,378	500
Maulesh Kantharia	4,896	200
Milind Mungale	13,633	500
Gopa Kumar T. N.	10,451	500
Dharmesh Parekh	12,798	500
Amit Sinha	15,334	500
Dattaram Mhadgut	9,342	400
Hiten Mehta	10,825	400
Kapil Kapoor	8,764	400
Vivek Acharya	8,998	300
Ashwini Naigaonkar	8,998	300
Nitin Joshi	8,140	300
Devendra Rane	8,405	300
Kishore Sudra	8,409	300
Prasenjit Mukherjee	8,140	300
Ankush Deshpande	8,140	300

Particulars	From July 1, 2021 till the date of the Draft Red Herring Prospectus	June 30, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
ii. Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Nil	Nil	Nil	Nil	Nil
iii. Identified employees who were granted options during any one year equal to or	Nil	Nil	Nil	Nil	Nil

<table>
<tr><th>Particulars</th><th>From July 1, 2021 till the date of the Draft Red Herring Prospectus</th><th>June 30, 2021</th><th>Fiscal 2021</th><th>Fiscal 2020</th><th>Fiscal 2019</th></tr>
<tr><td>exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>Fully diluted Earnings per Equity Share – (face value of ₹10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard for ‘Earnings per Share’</td><td>-</td><td>Rs. 2.53</td><td>Rs. 23.00</td><td>Rs. 30.41</td><td>Rs. 30.86</td></tr>
<tr><td>Lock-in</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td></tr>
<tr><td>Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and its impact on profits and on the Earnings per Equity Share – (face value ₹[10] per Equity Share)</td><td>NA[4]</td><td colspan="4">Not applicable because the company has accounted employee compensation in books using the fair value of options.</td></tr>
<tr><td>Description of the pricing formula method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option</td><td>Not applicable</td><td colspan="4">The fair value of ESOPs granted is determined using Black & Scholes Model.
<table>
<tr><th>Variables:</th><th>Options granted on September 18, 2020</th><th>Options granted on December 2, 2020</th></tr>
<tr><td>Risk free interest rate</td><td>4.66%</td><td>4.48%</td></tr>
<tr><td>Expected tenure</td><td>2.5 years</td><td>3 years</td></tr>
<tr><td>Expected volatility</td><td>104.65%</td><td>89.63%</td></tr>
<tr><td>Price of the underlying share in market at the time of the option grant (Rs.)</td><td>Rs. 468</td><td>Rs. 468</td></tr>
</table></td></tr>
<tr><td>Impact on profit and Earnings per Equity Share – (face value ₹10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of options granted in the last three years</td><td>NA[5]</td><td colspan="4">Not applicable because the company has accounted employee compensation in books using the fair value of options.</td></tr>
<tr><td>Intention of the KMPs and whole-time directors who are holders of Equity Shares allotted on exercise of options granted to sell their equity shares within three months after the date of listing of Equity Shares pursuant to the Offer</td><td colspan="5">
<table>
<tr><th>Name of key managerial personnel</th><th>Total no. of options granted</th></tr>
<tr><td>Suresh Sethi</td><td>61,500</td></tr>
<tr><td>Prasenjit Mukherjee</td><td>8,440</td></tr>
<tr><td>Hiten Mehta</td><td>11,225</td></tr>
<tr><td>Jayesh Sule</td><td>42,597</td></tr>
<tr><td>Devendra Tanaji Rane</td><td>8,705</td></tr>
<tr><td>Amit Sinha</td><td>15,834</td></tr>
<tr><td>Ankush Kishor Deshpande</td><td>8,440</td></tr>
<tr><td>Ashwini Naigaonkar</td><td>9,298</td></tr>
<tr><td>Dattaram Sadanand Mhadgut</td><td>9,742</td></tr>
</table></td></tr>
</table>

Particulars	From July 1, 2021 till the date of the Draft Red Herring Prospectus	June 30, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
	Dharmesh Parekh	13,298			
	Kapil Kapoor	9,164			
	Milind Mungale	14,133			
	Nitin Joshi	8,440			
	Gopa Kumar T.N	10,951			
	Kishore Sudra	8,709			
	Vivek Acharya	9,298			
	Tejas Desai	12,878			
	Maulesh Kantharia	5,096			
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of Equity Shares, by Directors, senior management personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Not applicable since none of the Directors, senior management personnel and employees hold Equity Shares issued under the ESOP scheme amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)				

1 LTI vehicle would be discounted ESOPs at face value of Rs. 10 and Nomination and remuneration committees grant 38240 option via meeting dated November 18, 2021
2 LTI vehicle would be discounted ESOPs at face value of Rs. 10
3 Mr. Gagan Rai retired with effect from February 17, 2021
4 Company does not have audited financial statement to the date, hence not applicable.
5 Company does not have audited financial statement to the date, hence not applicable.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) achieve the benefits of listing the Equity Shares on the Stock Exchange; and (ii) carry out the Offer for Sale of up to 12,080,140 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. Further, our Company expects that the proposed listing of its Equity Shares will enhance our visibility and brand image as well as provide a public market for the Equity Shares in India. The Selling Shareholders will be entitled to the entire proceeds of the Offer (net of any Offer related expenses and applicable taxes to be borne by the Selling Shareholders). For details of the Selling Shareholders and their participation in the Offer see "*The Offer*" beginning on page 51.

Utilisation of the Offer Proceeds by Selling Shareholders

Our Company will not receive any proceeds from the Offer (**the** "**Offer Proceeds**") and all the Offer Proceeds will be received by the Selling Shareholders, in proportion to the Offered Shares sold by the respective Selling Shareholders as part of the Offer after deducting its proportion of the Offer expenses and applicable taxes thereon. For details of Offered Shares offered by each Selling Shareholder, see "*The Offer*" and "*Other Regulatory and Statutory Disclosures*" beginning on pages 51 and 296, respectively.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The Offer expenses comprise of, among other things, listing fees, audit fees of the statutory auditors (other than to the extent attributable to the Offer), fees and expenses for counsel to the Selling Shareholders, Managers' fee, underwriting commissions, SEBI and Stock Exchange filing fee, roadshow expenses, procurement commissions, if any, and brokerage due to the underwriters and sub-brokers or stock brokers, fees payable to the Self Certified Syndicate Banks, syndicate members, other Designated Intermediaries, legal advisors and any other agreed fees and commissions payable in relation to the Offer.

Except for (a) listing fees, audit fees of the statutory auditors (other than to the extent attributable to the Offer), and expenses in relation to product or corporate advertisements of the Company, i.e., any corporate advertisements consistent with the past practices of the Company (other than expenses in relation to the marketing and advertising undertaken specifically for the Offer), each of which shall be solely borne by the Company; and (b) fees and expenses for counsel to the Selling Shareholders, which shall be solely borne by the respective Selling Shareholders, all other Offer expenses will be borne by the Selling Shareholders. All such payments shall be made by the Company on behalf of the Selling Shareholders and upon the successful completion of the Offer, the Selling Shareholders shall, severally and not jointly, reimburse the Company, on a pro-rata basis, in proportion to their respective portion of the Offered Shares, for any expenses incurred by the Company on behalf of such Selling Shareholder in relation to the Offer. Further, the Offer expenses to be borne by the Selling Shareholders shall be reimbursed to the Company only upon the successful completion of the Offer (i.e., upon the listing and trading of the Equity Shares on the Stock Exchange). Further, in the event the Offer fails for any reason whatsoever, all Offer related expenses except as stated in (a) above, shall be shared by the Selling Shareholders on a pro-rata basis. However, in the event the Offer is withdrawn by the Company all Offer related expenses shall be borne by the Company.

The estimated Offer related expenses are as under:

Activity	**Estimated expenses (1) (in ₹ million)**	**As a % of total estimated Offer expenses (1)**	**As a % of the total Offer size (1)**
Book Running Lead Managers fees and commissions (including any underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs (2) (3)(4)	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Others			
- regulatory filing fees, book building software fees, listing fees, etc.	[●]	[●]	[●]
- printing and stationery	[●]	[●]	[●]
- fee payable to legal counsels	[●]	[●]	[●]
- advertising and marketing	[●]	[●]	[●]
- other advisors to the Offer	[●]	[●]	[●]
- miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Offer expenses include applicable taxes, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*

(2) *Selling commission payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the SCSBs, would be as follows:*

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

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE *or NSE.*

(3) *No processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.*

Processing fees payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for RIBs	*₹[●] per valid application (plus applicable taxes)*
Portion for Non-Institutional Bidders	*₹[●] per valid application (plus applicable taxes)*

(4) *Selling commission on the portion for RIBs, Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

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

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

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

Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE.

Bidding charges payable to the Registered Brokers, RTAs/CDPs on the portion for RIBs and Non Institutional Bidders which are directly procured by the Registered Broker or RTAs or CDPs and submitted to SCSB for processing, would be as follows:

*Portion for RIBs**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid application (plus applicable taxes)*

** Based on valid applications*

Processing fees for applications made by RIBs using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank	*₹[●] per valid application (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Monitoring Utilization of Funds

Since the Offer is an offer for sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Equity Shares proposed to be sold in the Offer, none of our Directors, KMPs or Group Company will receive any portion of the Offer Proceeds.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Bidders should read "*Our Business*", "*Risk Factors*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 119, 21, 173 and 259, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors which form the basis for computing the Offer Price are as follows*:*

1. Pioneer and market leader in universal, citizen centric and population scale e-governance solutions;
2. Secure, scalable and advanced technology infrastructure;
3. Large physical infrastructure with pan-India network and scale resulting in inclusion;
4. Diversified, granular and annuity based service offerings; and
5. Track record of healthy financial performance

For further details, see "*Our Business – Our Strengths*" beginning on page 122.

Quantitative Factors

Certain information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "*Restated Consolidated Financial Information*" beginning on page 173.

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

A. Basic and Diluted Earnings Per Share ("EPS"), as adjusted for changes in capital:

As derived from the Restated Consolidated Financial Information:

Financial Period	Basic EPS (in ₹)(1)	Diluted EPS (in ₹)(2)	Weight
Financial Year 2020-21	23.02	23.00	3
Financial Year 2019-20	30.48	30.41	2
Financial Year 2018-19	30.90	30.86	1
Weighted Average	**26.82**	**26.78**	
For three months period ended June 30, 2021*	2.54	2.53	
For three months period ended June 30, 2020*	2.92	2.91	

(1) Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period.
(2) Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year/period.

**Not Annualized*
Notes:
1. *Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 'Earnings per Share'.*
2. *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. The figures disclosed above are based on the Restated Consolidated Financial Information of our Company.*
3. *Earning Per Share (Basic) = Restated net profit after tax and adjustments, available for equity shareholders/Weighted average number of equity shares outstanding during the period/year.*
4. *Earning Per Share (Diluted) = Restated profit for the period/year / Weighted average number of diluted potential equity shares outstanding during the period/year.*
5. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Consolidated Financial Information as appearing in Restated Consolidated Financial Information.*

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
Based on Basic EPS for Financial Year ended March 31, 2021	[●]	[●]
Based on Diluted EPS for Financial Year ended	[●]	[●]

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
March 31, 2021		

Industry Peer Group P/E ratio

Not applicable as there are no listed companies in India that engage in a business similar to that of our Company.

C. Return on Net Worth ("RoNW")

As derived from the Restated Consolidated Financial Information of our Company:

Particulars	RoNW %	Weight
Financial Year 2021	13.81	3
Financial Year 2020	16.17	2
Financial Year 2019	18.56	1
Weighted Average	**15.39**	
For three months period ended June 30, 2021*	1.50	
For three months period ended June 30, 2020*	1.53	

**Not annualized*

Notes:

(1) *Restated Net Worth is the aggregate value of the paid-up share capital including all reserves created out of the profits, capital redemption reserves, general reserves, securities premium and ESOP Reserves, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, attributable to equity holders of the Company*

(2) *Return on Net Worth (₹) =*

$$\frac{\text{Restated Consolidated Net profit / (loss) attributable to equity holders of the Company for the year / period}}{\text{Restated Net Worth at the end of the year / period}}$$

As the Offer consists only of an offer for sale by the Selling Shareholders, there will be no change in the Net Worth post completion of the Offer.

D. Net Asset Value per Equity Share of face value of ₹ 10 each

Net Asset Value per Equity Share	(₹)
As on March 31, 2021	166.65
As on June 30, 2021	168.97
After the Offer	At floor price: [●]
	At cap price: [●]
Offer Price	[●]

Notes:

a) *Restated Net Worth is the aggregate value of the paid-up share capital including all reserves created out of the profits, capital redemption reserves, general reserves, securities premium and ESOP Reserves, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, attributable to equity holders of the Company*

b) *The calculation of total number of shares outstanding represents the aggregate of Equity Shares and Preference Shares as at the end of period / year after considering conversion ratio.*

c) *The ratios have been computed as below:*

Net Asset Value per Equity Share (₹) =

$$\frac{\text{Restated Net Worth at the end of the year / period}}{\text{Total number of shares outstanding during the year / period}}$$

As the Offer consists only of an offer for sale by the Selling Shareholders, there will be no change in the NAV post completion of the Offer.

E. Comparison of accounting ratios with listed industry peers

There are no listed companies in India that comparable in all aspects of business and services that we provide. Hence, it is not possible to provide an industry comparison in relation to our Company.

F. The Offer price is [●] times of the face value of the Equity Shares

The Offer Price of ₹[●] has been determined by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Bidders should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Consolidated Financial Information*" beginning on pages 21, 119, 259 and 173, respectively, to have a more informed view. The trading price of Equity Shares could decline due to factors mentioned in "*Risk Factors*" beginning on page 21 and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors
Protean eGov Technologies Limited (formerly NSDL e-Governance Infrastructure Limited)
Times Tower, 1st Floor,
Kamala Mills Compound,
Lower Parel,
Mumbai – 400013

21 December 2021

Subject: Statement of possible special tax benefits ("the Statement") available to Protean eGov Technologies Limited ("the Company"), and its Shareholders prepared in accordance with the requirement under Schedule VI – Part A - Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the ICDR Regulations")

This report is issued in accordance with the Engagement Letter dated 14 June 2021.

We hereby report that the enclosed Annexure I and Annexure II prepared by the Company, initialed by us for identification purpose, states the possible special-tax benefits available to the Company, and its shareholders under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I. The Company does not have any material subsidiary in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the Management of the Company. We were informed that the 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 initial public offering of equity shares of the Company (the "**Proposed Offer**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on this Statement.

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

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

i) the Company and its shareholders will continue to obtain these possible special tax benefits in future; or
ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of enclosed Annexures 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 the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **B S R & Associates LLP**
Chartered Accountants
ICAI firm registration number: 116231W/W-100024

Shabbir Readymadewala
Partner
Membership No.: 100060
ICAI UDIN: 21100060AAAAGR7534

Place: Mumbai
Date: December 21, 2021

ANNEXURE I

LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No.	Details of tax laws
1	Income-tax Act, 1961 and Income-tax Rules, 1962
2	Central Goods and Services Tax Act, 2017
3	Integrated Goods and Services Tax Act, 2017
4	Goods and Services Tax legislations as promulgated by various states

ANNEXURE II

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO PROTEAN E-GOVERNANCE TECHNOLOGIES LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS ("TAX LAWS")

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 and its shareholders to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE TAX LAWS

A. ***Special tax benefits available to the Company***

There are no special tax benefits available to the Company under the Tax Laws.

B. ***Special tax benefits available to the Shareholders***

There are no special tax benefits available to the Shareholders under the Tax Laws.

NOTES:

1. The above is as per the current Tax Laws.

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. 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.

For **Protean eGov Technologies Limited**

Tejas Desai
Chief Financial Officer

Place: Mumbai
Date: December 21, 2021

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, the information in this section is obtained or extracted from "Assessment of IT Infrastructure demand in India" dated December 2021 prepared and released by CRISIL Research Limited (the "**CRISIL Report**") appointed by us on May 12, 2021 and exclusively commissioned by and paid for by us. A copy of the CRISIL Report is available on website of our Company at https://www.egov-nsdl.co.in/disclosures_notice.html. The data included herein includes excerpts from the CRISIL Report and may have been re-classified by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See also, "Risk Factors – 48. Industry information included in this Draft Red Herring Prospectus has been derived from the CRISIL Report prepared by CRISIL Research Limited and exclusively commissioned by us, and paid for by us for such purpose." on page 41.Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.*

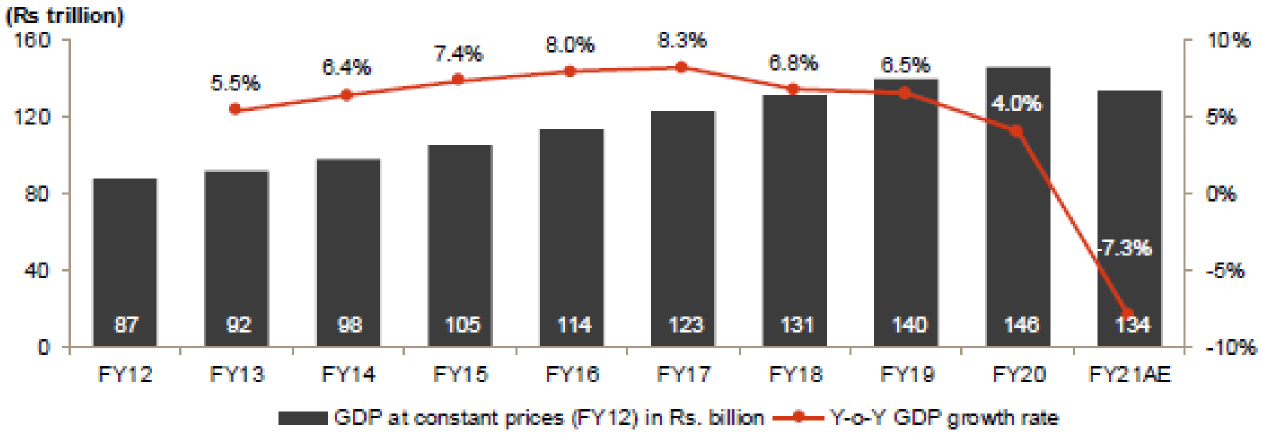
Macroeconomic overview of India

Trend in Gross Domestic Product ("GDP") growth in India

GDP grew at 6.6% CAGR from Fiscals 2012-2020

In 2015, the Ministry of Statistics and Programme Implementation ("**MoSPI**") changed the base year for calculating India's gross domestic product between Fiscals 2005 and 2012. Based on this, the country's GDP expanded at 6.6% compound annual growth rate ("**CAGR**") to ₹ 146 trillion in Fiscal 2020 from ₹ 87 trillion in Fiscal 2012.

Real GDP growth in India (new GDP series)



AE: Advance estimates
Source: Second advance estimates of national income 2020-21, Central Statistics Office (CSO), MoSPI, CRISIL Research

Key fiscal measures announced by the Centre to deal with the pandemic impact

To mitigate the pandemic's negative impact on the economy, the Central government has announced a ₹ 20.9 trillion package, amounting to 10% of the country's nominal GDP. The package is a mix of Fiscal and monetary measures (to revive growth in the short term) and reforms (to boost long-term economic prospects). Liquidity support has been a major part of India's response so far. Globally, too, liquidity measures have played a lead role in policy response. The immediate fiscal cost to be borne by the government would be approximately ₹ 2.6 trillion, or 1.2% of nominal GDP. Further, execution of the government's measures to revive the economy and pace of implementation of the announced reforms are key monitorables.

In next three Fiscals, India's growth to be greater than the global GDP

Fiscal 2022 is also seen emerging as a story of two halves. The first half will be characterised by a base effect-driven recovery amid the challenge associated with resurgence in COVID-19 infections. But the second half should see a more broad-based growth, as vaccine rollout and herd immunity support sectors that are lagging. These include most of the services sectors, especially contact-based travel, tourism and entertainment. Also, stronger global growth should support India's exports to some extent. Revival will not be uniform across sectors, though. The rural economy has been more resilient than the urban, and manufacturing leads services in recovery. But trade has rebounded faster than the rest of the economy, with exports as well as imports scaling pre-pandemic levels.

India is expected to regain the top spot as the world's fastest growing economy in 2021

India was one of the fastest-growing economies in 2018 and 2019. In 2020, the GDP of all countries – including that of developed ones such as the US and the UK but except China's – is expected to de-grow, primarily due to the impact of the pandemic. As per provisional estimates from Government of India publications, India's GDP declined 7.3% in 2020 (Fiscal year 2021). Further, the GDP growth of all major economies is expected to rebound in 2021 as economic activities resume and also due to the low base of 2020. As per CRISIL Research and IMF estimates, among the major economies, India, with a growth rate of approximately 9.5% (Fiscal year 2022), is expected to be the fastest-growing in 2021, followed by China with 8.1%.

Real GDP growth by geographies

	2017	2018	2019	2020	2021P	2022P
Advanced Economies	**2.5**	2.2	**1.6**	**–4.6**	**5.6**	**4.4**
United States	2.3	3.0	2.2	–3.5	7.0	4.9
Euro Area	2.6	1.8	1.3	–6.5	4.6	4.3
Japan	2.2	0.3	0.3	–4.7	2.8	3.0
United Kingdom	1.2	1.3	1.4	**–9.8**	7.0	4.8
Emerging Market and Developing Economies	**4.8**	**4.5**	**3.6**	**–2.1**	**6.3**	**5.2**
China	6.9	6.7	5.8	2.3	**8.1**	5.7
India	6.8	6.5	4.0	**–7.3**	**9.5**	7.8*
ASEAN	5.3	5.3	4.9	–3.4	4.3	6.3
Middle East and Central Asia	2.6	2.1	1.4	–2.6	4.0	3.7
World	**3.8**	**3.5**	**2.8**	**–3.2**	**6.0**	**4.9**

P: Projection as per IMF update
**-*- Numbers for India for year 2021 and 2022 are as per CRISIL research forecast. IMF forecast for CY20:-7.3% and CY21:9.5%,CY22:8.5%. For year 2020 provisional estimates are used as per government of India publications.*
Emerging Asia comprises the ASEAN-5 (Indonesia, Malaysia, Philippines, Thailand, Vietnam) economies, China, and India.
Source: IMF economic database, World Bank national accounts data and OECD national accounts data, CRISIL Research

Trend in per capita income levels

India's per capita income rose at healthy pace from Fiscals 2012-2020; per capita GDP growing at approximately 2.5 times global per capita GDP growth rate

India's per capita income, a broad indicator of living standards, clocked approximately 5% CAGR from Fiscals 2012-2020, rising from ₹ 63,462 to ₹ 94,566. The growth in per capita income was led by better job opportunities, propped up by overall GDP growth.

Per-capita GDP – Global and India (current prices)

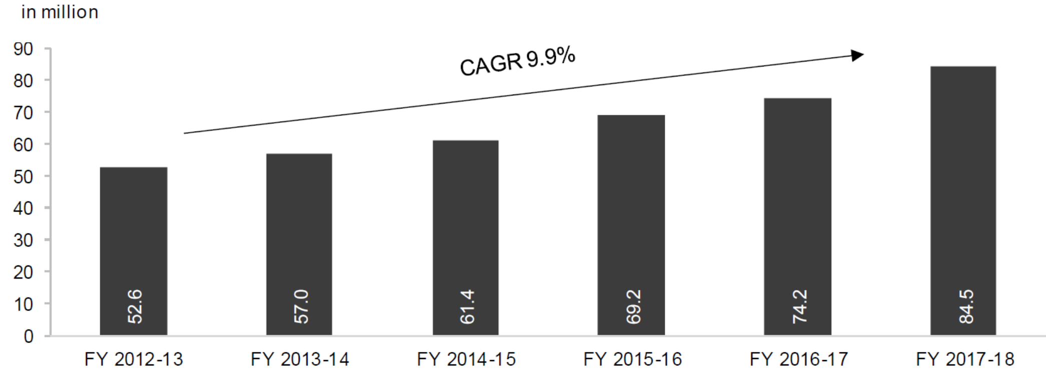
	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20RE	FY21PE
Per capita net national income (Rs)	63,462	65,538	68,572	72,805	77,659	82,931	87,828	92,085	94,566	85,929
Year-on-year growth (%)	2.1	3.3	4.6	6.2	6.7	6.8	5.9	4.8	2.7	-9.1

P-Projected
Source: IMF, CRISIL Research

Macro-economic growth factors analysis for India

Rising taxpayer base to benefit Indian economy

Number of taxpayers in India

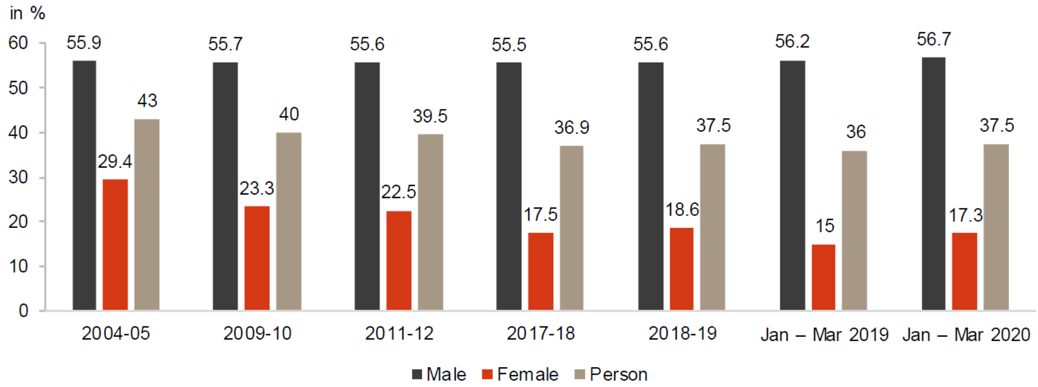


Source: www.incometaxindiaefiling.gov.in, CRISIL Research

Working population in India

Increasing labour force participation

Labour force participation rate



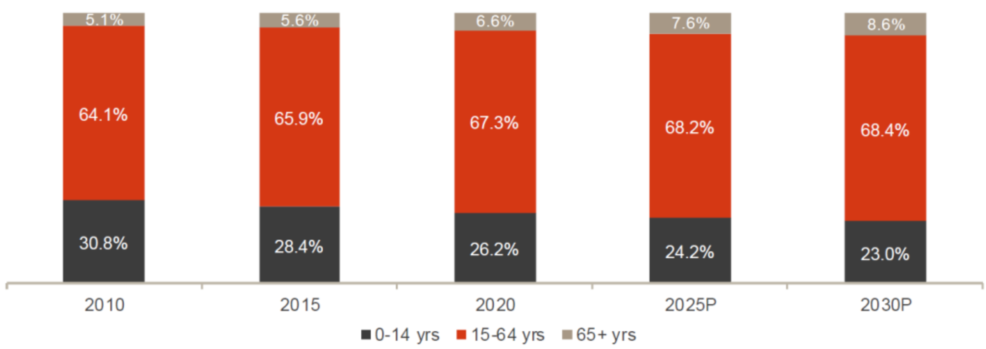
Source: The Ministry of Statistics and Programme Implementation (MoSPI), CRISIL Research

Based on the results of Periodic Labour Force Surveys ("**PLFS**"), the labour force participation has increased to 37.5% in January-March 2020 from 36.0% in January-March 2019. As per the PLFS, the size of the labour force in Fiscal 2018-2019 was estimated at approximately 518 million persons: approximately 488 million employed and approximately 30 million unemployed. Among the total employed, approximately 250 million were self-employed, approximately 122 million were regular wage/ salaried employees and approximately 115 million casual workers.

Demographic and age group overview of the Indian population

Increasing youth population gives India a demographic advantage

India: Age-wise distribution from 2009 to 2019



Source: UN population prospects, 2019

India is one of the largest countries in the world and its population is constantly increasing. In 2019, approximately 26.6% of the Indian population fell into the 0-14 year category, 67.0% into the 15-64 age group and 6.4% were over 65 years of age. The median age of India's population has been increasing constantly after a slump in the 1970s, and is expected to increase further over the next few years. However, in international comparison, it is fairly low; in other countries the average inhabitant is about

20 years older. The life expectancy of Indians has also increased significantly over the past decade, which is an indicator of access to better health care and nutrition.

Indian population's median age to reach 31.4 years by 2030 versus global median age of 33.0

As per the United Nations, the median age of the global population rose to approximately 30 years in 2015 from approximately 22 years in 1970, with the more developed countries exhibiting median ages significantly above the global level. Hence, while the median ages in the United States and the United Kingdom were 39.8 years and 42.4 years, respectively, that of India was significantly lower at 28.2 years, indicating a favourable demographic dividend. Even among the BRIC (Brazil, Russia, India and China) countries, India's median age was the lowest, with Brazil, China and Russian recording median ages of 31.3 years, 37.0 years and 38.7 years, respectively. This trend is expected to continue up to 2030, implying strong potential for increase in income and basic and healthcare spending, as a higher proportion of the population engages in employment activities.

Trend in median ages across key countries

Country	1970	1990	2010	2015	2020P	2030P
Brazil	18.7	22.4	29.0	31.3	33.5	37.7
China	19.3	24.9	35.2	37	38.7	43.0
India	19.4	21.1	25.1	26.7	28.2	31.4
Russian Federation	30.8	33.4	38.0	38.7	39.6	42.6
United Kingdom	34.2	35.8	39.6	40.2	40.8	42.4
United States	28.4	32.8	36.9	37.6	38.3	39.8
World	21.5	24.0	28.5	29.6	30.9	33.0

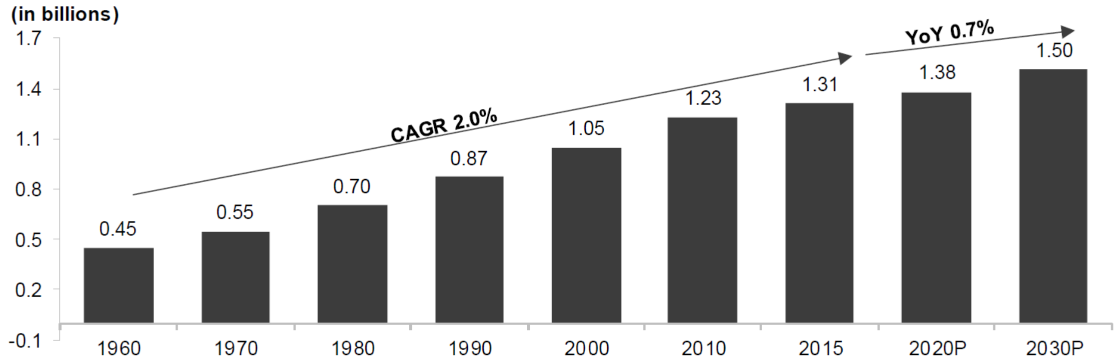
P: Projected
Source: UN population estimates, CRISIL Research

Population growth of India

India's population is projected to touch 1.5 billion by 2030

India's population clocked 1.6% CAGR from 2001 to 2011 to reach approximately 1.2 billion and comprised nearly 246 million households, as per Census 2011.

India's population growth

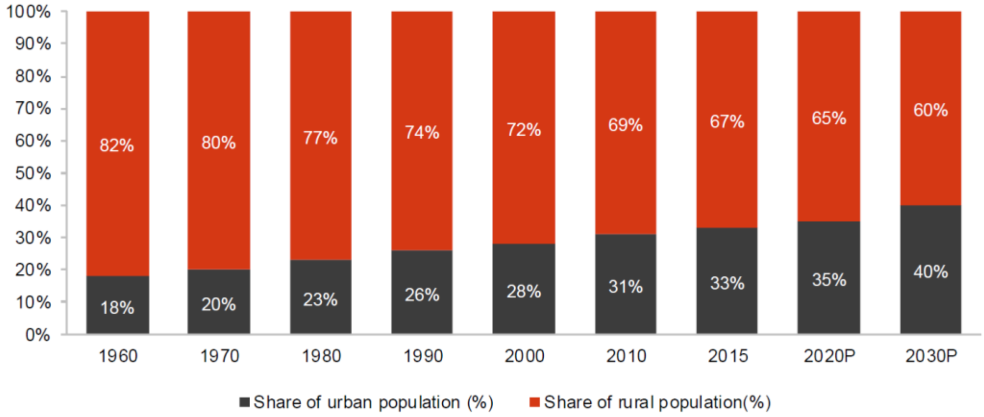


P: Projected
Source: World Urbanization Prospects: The 2018 Revision, United Nations, CRISIL Research

Urbanisation likely to reach 40% by 2030

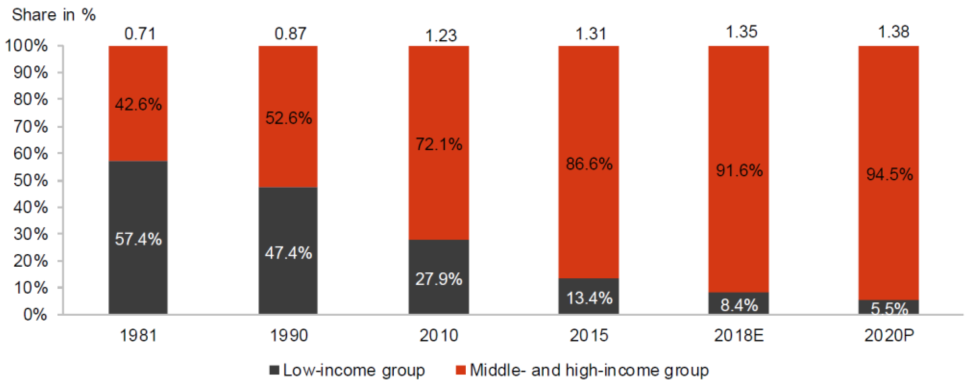
The share of urban population in India's total population has been rising over the years and printed at approximately 31% in 2010. People from rural areas move to cities for better job opportunities, education and quality of life. The entire family or only a few individuals (generally an earning member or students) may migrate, while the rest of the family continues to live in the native, rural house. This trend is expected to continue, with the United Nations report projecting that nearly 40% of the country's population will live in urban areas by 2030.

India's urban vs rural population



P: Projected
Source: World Urbanization Prospects: The 2018 Revision, United Nations, CRISIL Research

Broad split of population into income groups



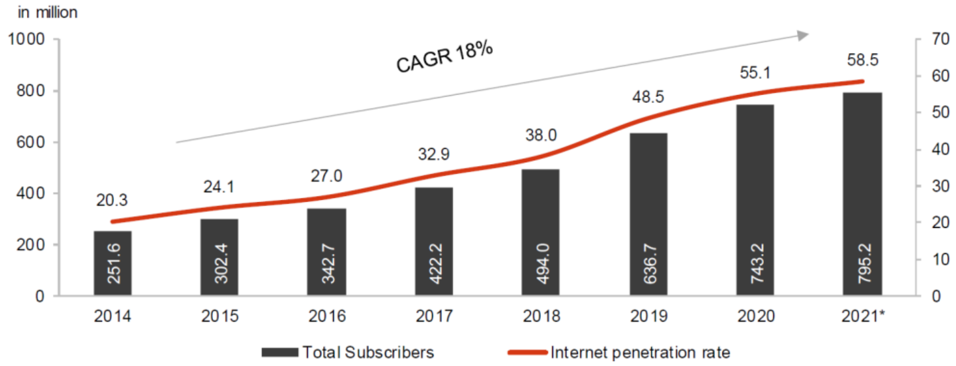
E: Estimated, P: Projected
Notes:
The values bar column indicates total population in billion for the respective years, as per UN population estimates
The World Bank defines poor as those living at or below the international poverty line of purchasing power parity of $1.90 per day. Data for 2018 is estimate, and data for 2020 is a projection and calculated using data from the World Bank (2018l)
The low-income group includes proportion of the population earning less than or equal to $1.90 per day; the middle- and high-income group includes the proportion of the population earning more than $1.90 per day
Source: World Bank, CRISIL Research

Internet penetration in India

Smartphones drive digital connectivity

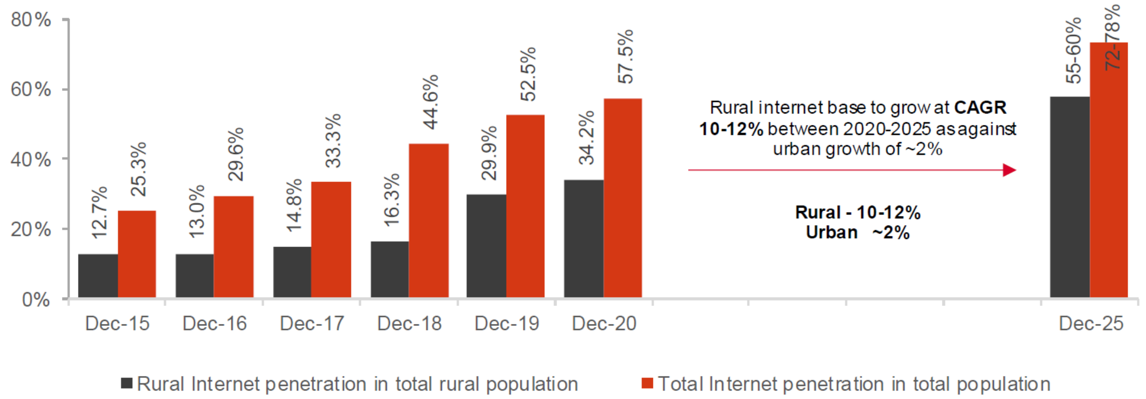
Internet and broadband penetration in India has sustained a rapid pace. The number of internet subscribers was 795.2 million at the end of December 2020, with quarterly growth rate of 2.41% from September 2020 to December 2020.

Internet subscribers in India



**2021 data for total subscribers is till December 2020*
Source: Telecom Regulatory Authority of India, CRISIL Research

Internet penetration Outlook in India



Source: Telecom Authority of India, CRISIL Research

Financial inclusion in India

Accessibility of financial services at affordable rates is a key driver for improving financial inclusion in the country. The larger aim of financial inclusion is to provide deeper penetration of banking services across the country, at affordable terms and conditions. To this end, the Reserve Bank of India ("**RBI**") has been continuously stimulating the banking sector to extend the banking network, by setting up brick-and-mortar branches, widening the scope of business correspondents, and installing ATMs / White Label AMTs ("**WLAs**") in every tier town.

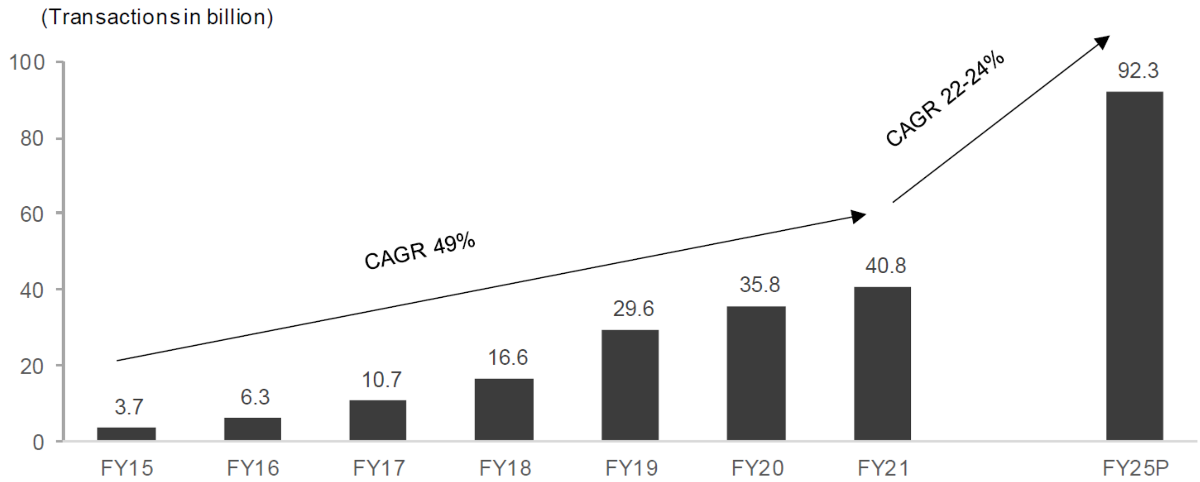
In fact, over the decade, measures such as opening of no-frills zero balance Jan Dhan accounts, Direct Benefit Transfer ("**DBT**") scheme, issuance of RuPay cards and Kisan Credit Cards, Aadhaar-enabled schemes, and Unified Payment Interface have been implemented by the government. These efforts are showing results, as can be seen by over 700% increase in the number of basic savings bank deposit accounts of 73.5 million in 2010 to 600.4 million in 2020. There has also been an increase in banking outlets in villages.

Government's outlay on promotion of digital payments

Digital payments to get huge boost in 2021

There has been a manifold increase in digital payments in the recent past. To further boost digital transactions, the finance minister in Union Budget 2021-2022 earmarked ₹ 15 billion for a proposed scheme that would provide financial incentive to promote digital mode of payments. Initiatives such as tax audit exemptions for businesses based on digital payments usage and establishing of a financial technology hub were also announced.

Digital payments by volume

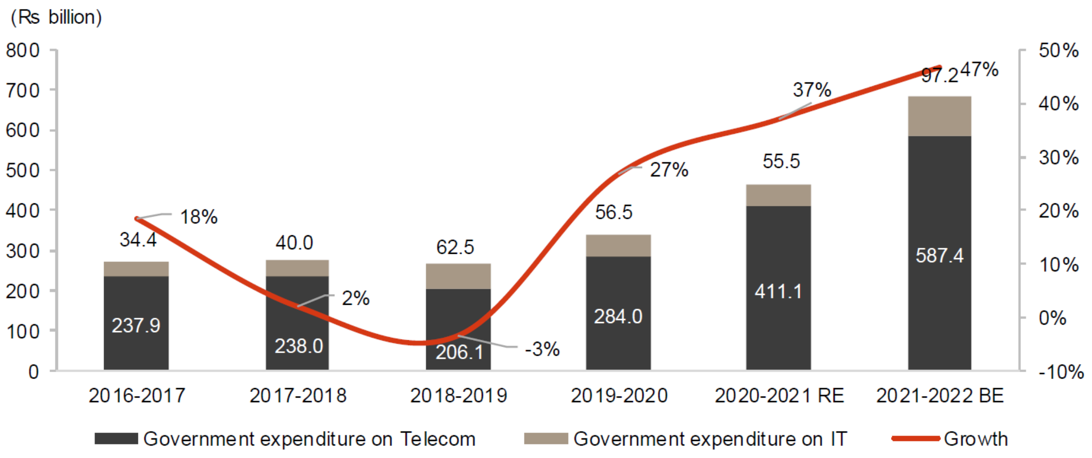


P: Projections, Source: CRISIL Research

Government expenditure on IT and telecom continues to rise

Government spending on IT and telecom has increased continuously, with telecom comprising bulk of the share, at approximately 86% in Fiscal 2021.

Government expenditure on IT and telecom



BE: Budget estimate RE: Revised estimate
Source: Union Budget, CRISIL Research

Growth in Domestic IT and Telecom sectors led by digitalization and rural demand

Wireless and Wireline subscriber base to grow at 1% and 3% CAGR respectively between Fiscal 2021-2026

CRISIL Research estimates the number of wireless subscribers to touch approximately 1,215 million by Fiscal 2026 growing at a CAGR of 1% from Fiscal 2021-2026. This growth is mainly driven by rural areas, given their low teledensity of 60% as of March 2021. The launch of 5G services, expected in Fiscal 2023, will be a key monitorable. In case of wireline, CRISIL Research expects the number of subscribers to grow by 3% over next five Fiscals between Fiscal 2021 and Fiscal 2026. The growth can be attributed to by private players expansion of fixed broadband offsetting the decline in wireline subscribers from public sector.

*Domestic IT service and IT-enabled services ("**ITes**") sectors to grow led by digitalisation and e-governance initiatives*

Over Fiscals 2021-2026, CRISIL Research expects domestic IT services' revenue to log a compounded annual growth rate (CAGR) of 6-8%. The growth will be led by technology and platform upgradation, and e-governance initiatives of the central and state governments. Further, the government and its various agencies are expected to remain the largest contributor to domestic IT revenue. Revenue of domestic ITeS, which encompass a wide range of services that rely on information technology as means of service provisioning and internet as transport medium, are expected to grow at a compound annual growth rate (CAGR) of 6-8% between Fiscals 2021 and 2026. Growth in this segment will be driven by an increase of volumes due to digitization. On sectoral front, volumes are expected to be driven by the banking, financial services and insurance ("**BFSI**") and government segments.

Digitisation aided by technology to play pivotal role in growth of economy

Technology is expected to play an important role by progressively reducing the cost of reaching out to smaller markets. India has seen a tremendous rise in fintech adoption in the past few years and has the highest fintech adoption rate globally of 87% which is significantly higher than the global average rate of 64% (*Source: InvestIndia*). Among many initiatives by the government, the Unified Payments Interface ('**UPI**') is playing a pivotal role towards financial inclusion. It provides a single-click digital interface across all system for smartphones linked to bank accounts and facilitates easy transactions using a simple authentication method. The volume of digital transactions has also seen a surge in the past few years, driven by increased adoption of UPI. Apart from financial services industry, digitisation in other industries like retail will also play an important role in growth of economy.

Key structural reforms: Long-term positives for the Indian economy

Financial inclusion

The two key initiatives launched by the government to promote financial inclusion are the Pradhan Mantri Jan Dhan Yojana ("**PMJDY**") and Pradhan Mantri Jeevan Jyoti Bima Yojana ("**PMJJBY**"). Under the PMJDY, the government's aim is to ensure that every household in India has a bank account which they can access from anywhere and avail of all financial services such as savings and deposit accounts, remittances, credit and insurance affordably. PMJJBY is a one-year life insurance scheme that offers a life cover of ₹ 0.2 million at a premium of ₹ 330 per annum per member, which can be renewed every year. The government has also launched the Pradhan Mantri Suraksha Bima Yojana ("**PMSBY**"), which is an accident insurance policy and offers an accidental death and full disability cover of ₹ 0.2 million at a premium of ₹ 12 annually. As per the Government of India, more than 100 million people have registered for these two social security schemes.

GST implementation

Introduced on July 1, 2017, the GST is an indirect tax regime that subsumed multiple cascading taxes levied by the central and state governments. Its implementation has spawned structural changes in the supply chain and logistics network in the country.

PLI scheme to boost manufacturing in the long run

The government has budgeted approximately ₹ 2 trillion to give incentives to the locally manufacturing units to 13 key sectors. The key sectors likely to get benefit from the scheme include automobiles, pharma, telecom, electronics, food, textile, steel and energy. By incentivising production subject to achieving the desired scale, the scheme aims to spawn a handful of globally competitive large scale manufacturing units in the identified sectors. Furthermore, the government also hopes to reduce India's dependence on raw material imports from China. The scheme is expected to provide a boost to economic growth over the medium-term and create more employment opportunities as many of these sectors are labour intensive in nature.

*Insolvency and Bankruptcy Code ("**IBC**") a key long-term structural positive*

The IBC is a reform that will structurally strengthen the identification and resolution of insolvency in India. The IBC enhances the credit enforcement structure and provides certainty around the timeframes for insolvency resolution. It attempts to simplify legal processes, preserve value for creditors and provide them with greater certainty of outcome. With this reform, the RBI has sent a strong signal to borrowers to adhere to credit discipline and also encourage banks to break resolution deadlocks by introducing definite timelines.

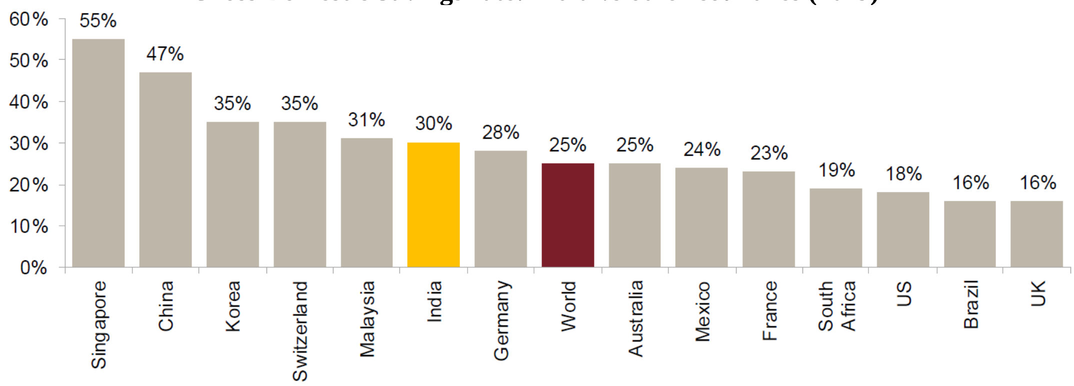
Reduction in corporate tax rates to boost capital base of financial institutions

On September 20, 2019, the Finance Minister announced Taxation Laws (Amendment) Ordinance 2019 to make certain amendments in the Income Tax Act, 1961, to allow any domestic company an option to pay income tax at the rate of 22%, subject to the condition that they will not avail of any exemption/incentive. The effective tax rate for these companies will be 25.17% inclusive of surcharge and excess. Also, such companies will not be required to pay minimum alternate tax.

Household savings to increase

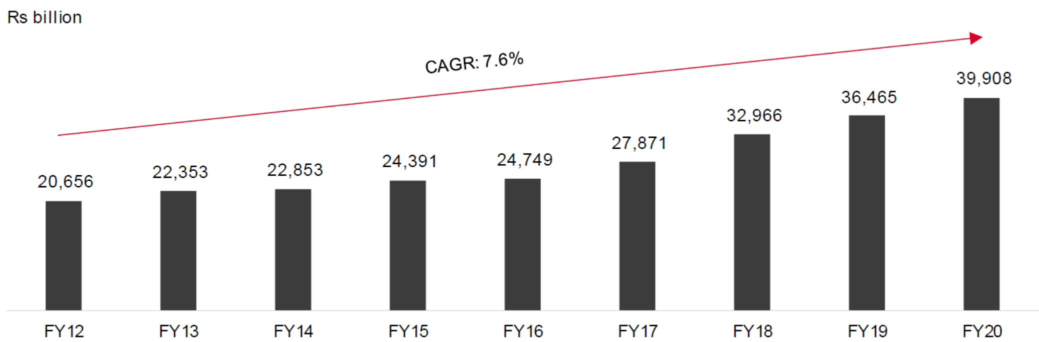
CRISIL Research expects India to continue being a high savings economy. However, household savings as a percentage of GDP has been sliding since Fiscal 2012, with its share in total savings falling significantly from 23.6% in Fiscal 2012 to 18.0% in Fiscal 2016. The household savings as a percentage of GDP rose to 19.6% in Fiscal 2020. CRISIL Research expects the household savings to increase further on account of expected decline in discretionary spending during the pandemic. However, the absolute amount of savings might not increase at the same pace since the GDP growth is expected to be negative in Fiscal 2021.

Gross Domestic Savings rate: India vs other countries (2019)



Source: World Bank, Handbook of Statistics on Indian Economy 2018-19, RBI, MOSPI, CRISIL Research

Household savings growth



Note: The data is for financial year ending March
Source: MOSPI, CRISIL Research

Digitisation: Catalyst for the next growth cycle

Technology is expected to play a pivotal role in taking the financial sector to the next level of growth, by helping surmount the challenges stemming from India's vast geography, which makes physical footprints in smaller locations commercially unviable. Technology is conducive for India, considering its demographic structure where the median age is less than 30 years. The young population is tech savvy and at ease with using it to conduct the entire gamut of financial transactions. With increasing smartphone penetration and faster data speeds, consumers are now encouraging digitisation as they find it more convenient. Digitisation will help improve efficiency and optimise cost. Players with better mobile and digital platforms will draw more customers and emerge as winners in the long term.

Mobile and internet penetration: Higher mobile penetration, improved connectivity and faster and cheaper data speed, supported by Aadhaar and bank account penetration have led India to shift from being a cash-dominated economy to a digital one.

Government initiatives that have driven digital payments in India

The payments space has seen rapid innovation in the past few years, led by government and regulatory initiatives and changing consumer preferences. JAM (Jan Dhan, Aadhaar and Mobile), demonetisation of high-value currency notes in November 2016, implementation of GST and unveiling of the Unified Payments Interface, or UPI, are some of the notable regulatory initiatives that have spurred growth in the space. The Digital India programme is a flagship programme of the Government of India with a vision to transform India into a digitally empowered society and knowledge economy. "Faceless, Paperless, Cashless" is one of professed aims of Digital India.

India's digital revolution: Bridging the digital divide

The government launched Digital India in July 2015 to transform the country into a knowledge-based economy and digitally-empowered society. The core vision is divided into three broad components – (i) digital infrastructure as a core utility for citizens, (ii) governance and services on demand and (iii) digital empowerment of citizens. The initiative includes plans to develop better digital infrastructure in rural areas and to boost the existing digital economy. Since inception of the programme, the government has been consistently scaling the initiative, increasing the outlay by 23% year-on-year to ₹ 39.58 billion for Fiscal 2021.

Global interest in Digital India

The government has also collaborated with major global technology companies to realise its vision. Google is collaborating with the Indian Railways to set-up free Wi-Fi services at 100 major railway stations in India. Microsoft has worked with the Government of India on the Digital India initiative, with the most recent contribution being 'Digital Governance Tech Tour', a national programme that helps deliver critical Artificial Intelligence (AI) and intelligent cloud computing skills to government officials in charge of IT.

Road ahead

There is no doubt that Digital India has been a success in its first six years of its launch. However, it is imperative that an accelerated focus is placed on certain core components, such as enhancing digital literacy and accessibility, to truly realise the potential of India's digital economy. Though the government has developed state-of-the-art systems and enabling schemes, there is a need to strengthen cybersecurity frameworks and promote privacy of citizens on urgent basis. The Personal Data Protection Bill, 2019 that is under consideration by the government is a step in this direction.

Assessment of Permanent Account Number ("PAN") card issuance in India

Introduction to PAN card

Protean and UTIITSL offer PAN card-related services on behalf of ITD

The issuance of PAN, its verification, delivery and maintenance works on public-private partnership ("**PPP**") model as it is economic, efficient, and effective. The ITD has authorised Protean eGov Technologies Limited and UTI Infrastructure Technology and Services Limited ("**UTIITSL**") to set up and manage PAN service centres. Services include processing of applications, collecting, handling and verifying of personal documents such as proof of identity, age and address, seeking clarification from applicants, printing the card and the letter and then mailing it. Protean has established PAN service centres and Tax Information Systems ("**TIN**") facilitation centres at various places in major cities of India. Anyone wishing to obtain PAN can apply offline by submitting the application form along with the related documents and prescribed fees at the PAN application centre. One can also apply for PAN online on the website of Protean.

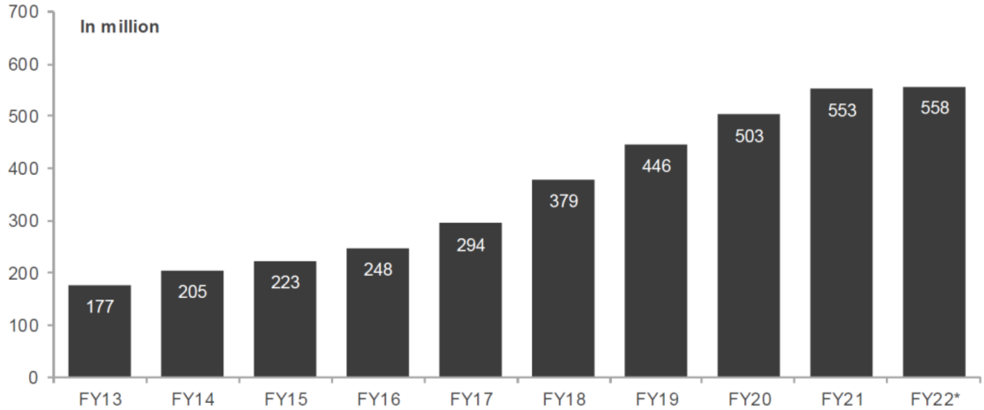
PAN card allotment in India

Total PAN card allotment has gone up 3 times in the last eight Fiscals

PAN card is mandatory to file tax returns in India. A PAN card is issued to all those people/entities who form the taxpayer base. A taxpayer is an individual or corporation who pay taxes annually on earnings as per the provisions of the Income Tax Act. The Act applies different tax rates depending on the category of taxpayers. It categorises taxpayers as individuals, Hindu undivided family ("**HUF**"), association of persons ("**AOP**"), body of individuals ("**BOI**"), firms, companies, government, local authorities, AOP (trust), and artificial juridical person ("**AJP**"). Till date, over 97% of the total allotments have been made to individuals.

Increase in the number of PAN allotments is a reflection of the efforts made by the government to widen the taxpayer base. Increasing emphasis on financial inclusion in the country, widening the usage of PAN cards, expanding the formal economy and overall GDP growth in the nation have led to expansion of the taxpayer base, which, in turn, has increased the number of PAN card allotments in the last decade.

Total allotment of PAN cards in India (in million)



**Only till May 2021*
Source: Company documents, CRISIL Research

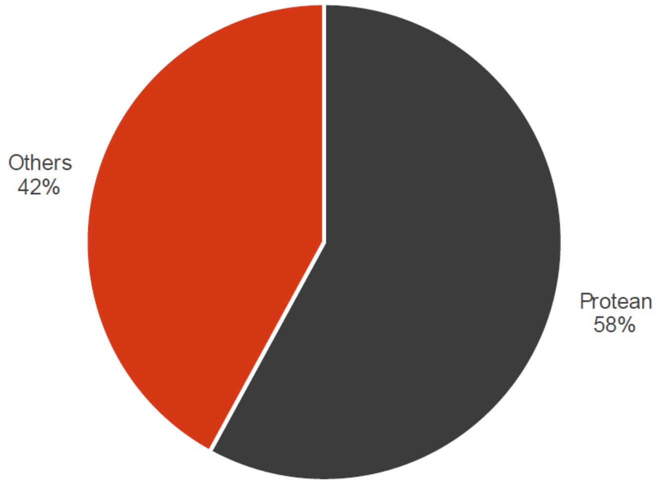
Protean eGov Technologies Limited remains market leader in PAN card issuance, however, instant PAN has been gaining traction since its inception

Protean eGov Technologies Limited is a leading PAN service provider in India and had market share of 46.8% in the new PAN card allotments in Fiscal 2021. The company processes PAN applications on behalf of the Income Tax Department, Government of India. On an average, in Fiscal 2021, Protean managed 125,000 PAN applications per day and over 3 million applications per month, which includes new PAN card issuance and PAN card update application. Protean has also incubated and pioneered Aadhaar e-KYC based paperless PAN application facility with issuance of PAN within two hours.

A new facility was introduced in Budget 2020 where individuals can get instant PAN through their Aadhaar without having to submit a detailed application form. The facility was introduced to ease the PAN allotment process for individuals. On applying for instant PAN through Income Tax India website, the instant PAN is issued in PDF format with no additional charges. This facility has been developed based on experience from Aadhaar e-KYC based facility developed by Protean eGov Technologies Limited and is made available as a free service on e-filing portal of ITD. As the process to get instant PAN is easier and consumes much lesser time than traditional PAN card application processes and is free of cost, the application process for instant PAN is gaining popularity. However, in such cases, PAN applicants use facility made available by Protean for requesting printed physical PAN Card, as same is not available in Instant PAN facility.

Protean eGov Technologies Limited holds more than half of the market share in PAN card allotments

Market share in PAN card allotment from introduction (year 1972) till May 2021

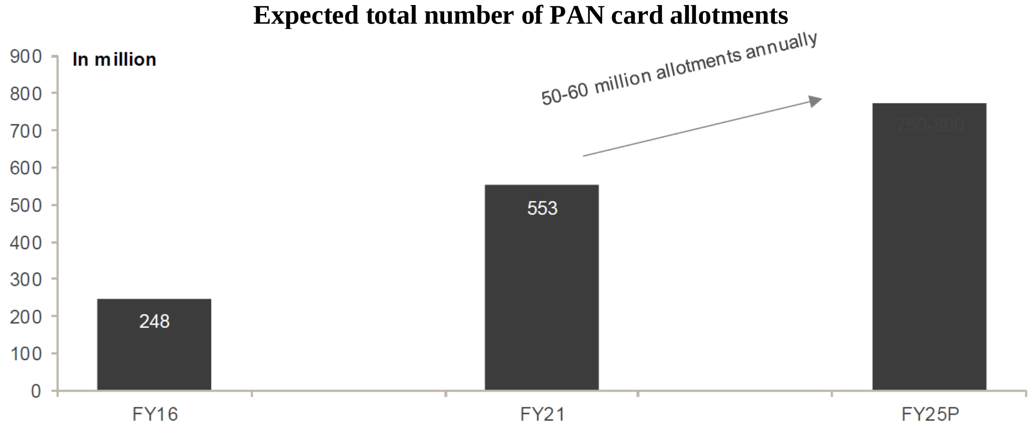


Source: Company documents, CRISIL Research

On average, 50-60 million PAN cards expected to be allotted annually till Fiscal 2025

PAN card allotment is expected to be driven by expansion in taxpayer base, growth in financial inclusion, thereby mandating the usage of PAN cards, working age population, GDP growth, and increasing contribution of the formal economy. Considering the past growth trend in the number of allotments and the demographic and economic scenario of India, total PAN card allotment is expected reach 750-800 million by Fiscal 2025.

Expected total number of PAN card allotments



Source: CRISIL Research

Growth drivers for PAN card issuance

Further growth in financial inclusion schemes would augment PAN card issuance

Financial inclusion refers to a method in which every individual in the society is provided with banking and financial solutions and services irrespective of their earnings. With an aim to provide banking services for the unbanked population in the country, the Government of India started the National Mission for Financial Inclusion ("**NMFI**"), namely Pradhan Mantri Jan Dhan Yojana ("**PMJDY**"), in 2014. In order to implement this scheme, a digital pipeline has been set up linking the Jan-Dhan account with the Aadhaar card of the account holder. Under PMJDY, a basic savings bank deposit account can be opened at any branch or business correspondent outlet by persons not having any other account.

In addition to this, the RBI along with National Bank for Agriculture and Rural Development ("**NABARD**") has undertaken several steps such as issue of Kisan Credit Cards, improving the banking network in remote areas, increasing the number of ATMs, linkage of self-help groups with banks, amongst others. Apart from those mentioned above, the Government of India has also introduced other schemes to promote financial inclusion, such as:

Wider taxpayer base would propel growth in PAN card applications and services: PAN has been made mandatory for every individual to transact with the ITD of India. The taxpayer base in India, has seen a continuous rise over the years. It has grown at a CAGR of 9.9% from Fiscal 2013 to reach 84.5 million in Fiscal 2018. Of the total taxpayers, individuals account for a significant share of 95%. This growth can be attributed to initiatives taken by Government of India such as demonetisation implemented in November, 2016 which has brought in new tax payers into the system leading to increase in number of tax payments.

In addition to this, implementation of Goods and Service Tax ("**GST**") which has led to the increase in compliance and also reduced the rate at which tax has to be paid bolstered the growth in number of tax payers. Other than above mentioned factors, going forward, schemes introduced by the Government of India, such as PMJDY, PMMY, amongst others, would further increase the tax-paying population. This, would lead to greater need for issuance of PAN cards to the untapped population in the country.

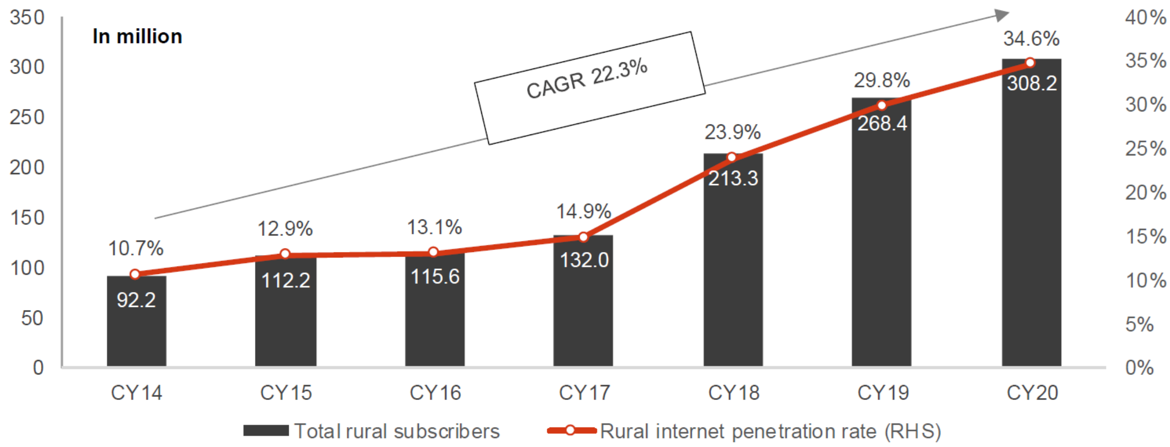
This also creates an opportunity for other services such as PAN updates arising from the need to change name, address, and re-issuance in case of a lost card. With the government's efforts to widen the tax base and increase transparency by promoting paperless transactions, volumes for PAN cards is expected to grow.

Transactions mandating quoting of PAN expected to boost PAN card applications: PAN card enables the ITD to link the transactions undertaken to a particular person or an entity. In turn, it also facilitates retrieval of financial transactions done. In order to expand the tax base in the country, the Government of India has mandated quoting the PAN for a particular set of transactions.

Growing rural economy and internet penetration to aid growth in PAN applications: Financial inclusion of individuals is less in India, when compared with its urban counterparts. As of Census 2011, only 54.46% of the rural households availed banking services, whereas 67.68% of urban households availed banking services. In order to reduce the gap and build financial awareness among the rural population, the Government of India has undertaken initiatives such as PMJDY for opening a no-frills bank account. As of June 16, 2021, the number of accounts opened under this scheme reached 423.1 million with deposits of over ₹ 1,432.9 billion.

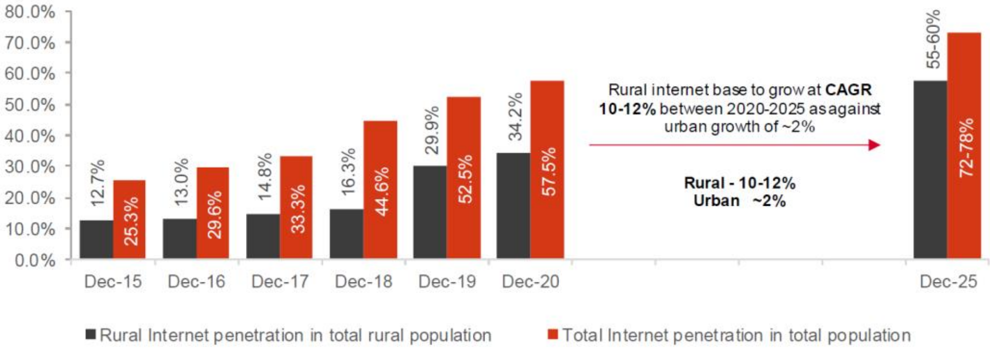
Internet penetration among Indian rural population has increased from 12.7% in December 2015 to 34.2% in December 2020. Going forward, CRISIL Research expects internet penetration in total rural population to reach 55-60% by end of December 2025. This increase is bolstered by growth in rural internet subscriber base at a CAGR of 10-12% between 2020 and 2025. Growth in internet penetration coupled with many of above mentioned services requiring PAN card as one of the proofs of identity, would drive demand for PAN card applications in rural India.

Internet penetration in rural India



Source: Telecom Authority of India, CRISIL Research

Internet penetration Outlook in India

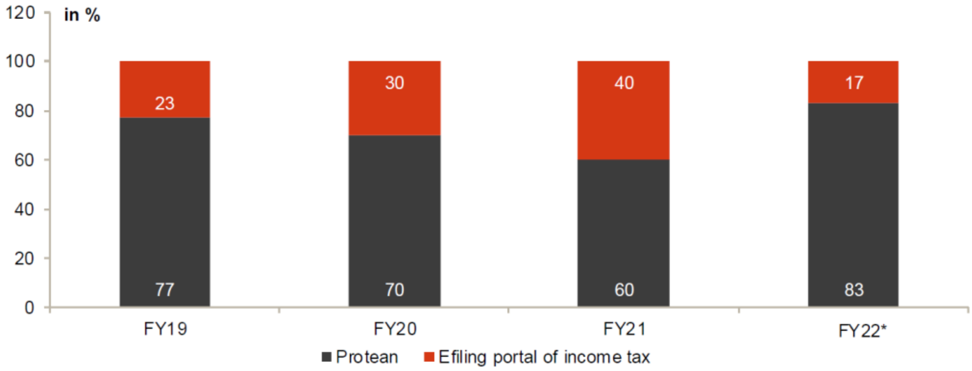


Source: Telecom Authority of India, CRISIL Research

Assessment of Tax Information Network (TIN) System

Introduction to system and infrastructure

eTDS/TCS market share of Protean.



*As on August 5, 2021
Source: Company document

Trend in tax collection

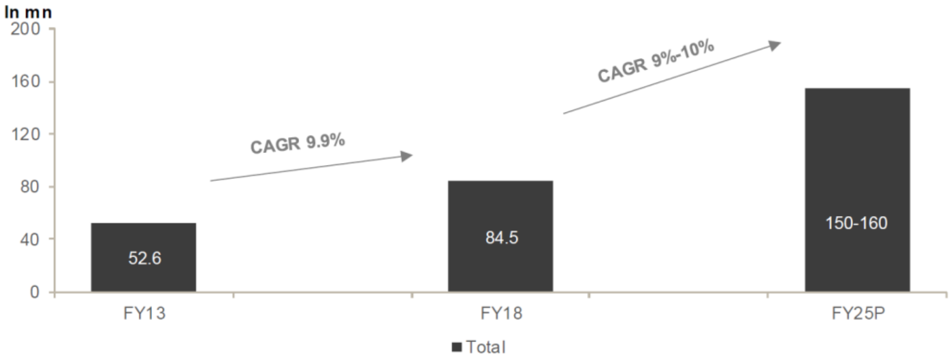
Direct tax collection has shown a strong uptrend in last two decades

A direct tax is paid directly to the government by an individual. The direct tax rules ensure redistribution of money in the country. Companies and individuals are solely responsible for paying their direct taxes. Central Board of Direct Taxes ("**CBDT**") oversees matters related to the levy and collection of all direct taxes. Some of the important components under direct tax include personal income tax, corporate tax, wealth tax, gift tax, property tax, and expenditure tax. Tax collection through corporate tax and personal income tax form a major chunk of total direct tax collection which has increased at a CAGR of 17% from Fiscal 2001 till Fiscal 2019. Both corporate tax and personal income tax have evenly contributed to overall growth in collections.

Number of taxpayers in India

Individuals form approximately 95% of taxpayer base

Expected number of taxpayers (in million)



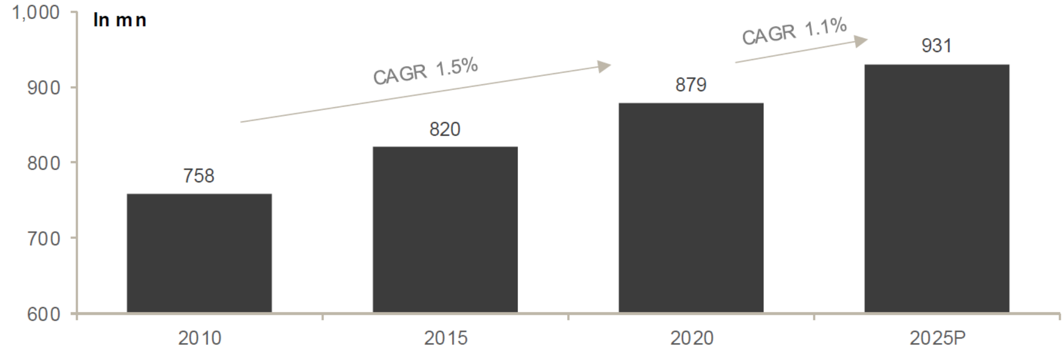
Source: www.incometaxindiaefiling.gov.in, CRISIL Research

Growth drivers for income tax filings and tax collection

India's large young population expected to expand the taxpayer base

Over 60% of India's population is the working age bracket of 15-59 years and this bracket is expected to grow to above 60% in the next decade. According to UN World Population Prospects, in 2020, approximately 879 million people were in the working age range and the number is expected to cross 930 million by 2025 adding more individuals to the taxpayer base. The individual taxpayer base in Fiscal 2018 stood at 80.4 million. With increasing working age population and the overall economic growth in the country, the individual taxpayer base is expected to expand at a CAGR of 9%-10% till Fiscal 2025.

Working age population (in million)



Source: UN Population, CRISIL Research

India per capita GDP expected to grow faster than global average

India's per capita income, a broad indicator of living standards, clocked approximately 5% CAGR from Fiscals 2012-2020, rising from ₹ 63,462 to ₹ 94,566. The growth in per capita income was led by better job opportunities, propped up by overall GDP growth.

Per capital net national income at constant process (in ₹)

	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20RE	FY21PE
Per capita net national income	63,462	65,538	68,572	72,805	77,659	82,931	87,828	92,085	94,566	85,929
Year-on-year growth (%)	2.1	3.3	4.6	6.2	6.7	6.8	5.9	4.8	2.7	-9.1

RE: Revised estimates PE: Provisional estimates
Source: Provisional Estimates of Annual National Income, 2019-20, CSO, MoSPI, CRISIL Research

As per the International Monetary Fund (IMF) estimates, global GDP per capita grew at a 1.2% CAGR over 2015-20. During the period, the year-on-year per capita global GDP growth rate consistently fell to 1.4-2.1%. India's per capita GDP clocked a 3.2% CAGR during the corresponding period, growing ~2.5 times faster than the global rate. Over the next five years until 2025, IMF forecasts India's GDP per capita will continue to outpace the global average, albeit at a slower pace. GDP per capita at the global level is expected to grow at ~5.2% CAGR during the corresponding period and India is expected to grow at ~4.5% CAGR. Higher income potential among the individuals expected to drive the personal income tax collection.

Per-capita GDP – Global and India (Current prices, in USD)

	2015	2016	2017	2018	2019	2020P	2021P	2025P	CAGR (2015-20)	CAGR (2020-25)
Per capita GDP – Global (current prices)	10,321	10,365	10,881	11,431	11,557	10,954	11,773	14,107	1.2%	5.2%
Per capita GDP – India (current prices)	1,606	1,732	1,982	2,006	2,098	1,877	2,031	2,729	3.2%	7.8%

Source: IMF, CRISIL Research

National Pension System central recordkeeping

Overview of Central Record keeping Agencies ("CRAs")

CRA acts as an operational interface between PFRDA and other NPS intermediaries

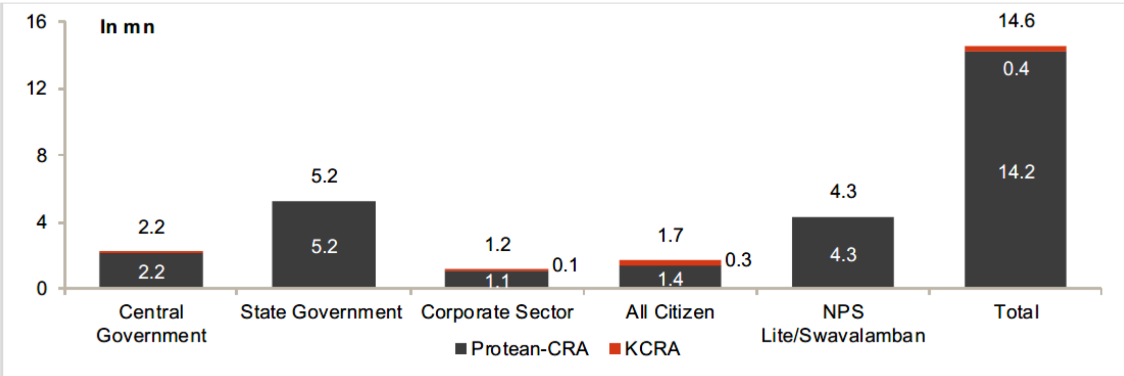
The CRAs are required to establish an internal system that complies with standards of internal organisation and operational conduct, with the aim of protecting the interests of NPS subscribers and their assets. It acts as an operational interface between the PFRDA and other NPS intermediaries such as pension funds, annuity service providers, the trustee bank, and others. Currently, Protean and M/s KFin Technologies Private Limited are carrying out activities of the CRA. From February 15, 2017, subscribers have an option to choose between the two entities. Interoperability functionality allows existing subscribers of NPS to shift from one CRA to the other from April 1, 2017, onwards. PFRDA granted Certificate of Registration ("**CoR**") to Computer Age Management Services Limited ("**CAMS**") in March 2021 to act as CRA for NPS.

Trend in subscribers addition and asset under management (AUM)

Protean eGov Technologies Limited CRA enjoys a major share under the NPS

Protean eGov Technologies Limited and UTIITSL act as central record keeping agencies (CRA) for NPS in India. As of May 21, Protean-CRA had a market share of 97% in terms of NPS subscribers and 99% in terms of NPS AUM in Fiscal 2021. Protean-CRA dominates the NPS CRA market for both government and private sectors.

Number of subscribers, NPS (as of May 2021, in million)



Source: Company document, CRISIL Research

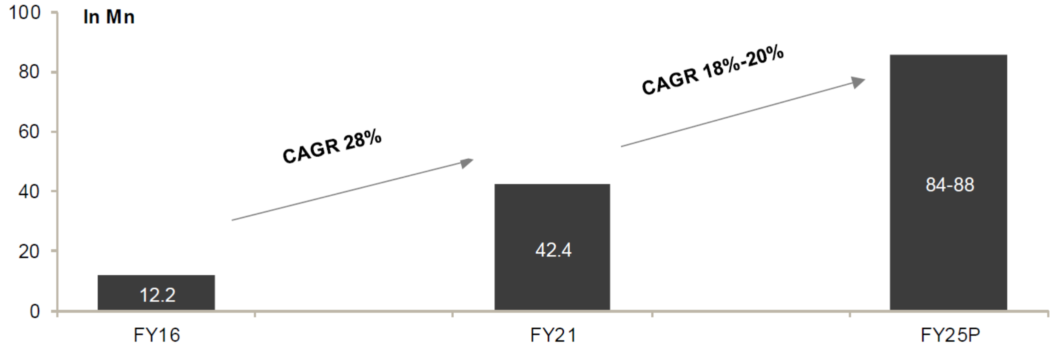
Outlook for National Pension System and Atal Pension Yojana ("APY")

Growth prospects of both the pension plans continue to remain strong

India woke up to the issue of old-age income security much later than developed countries. The NPS started with the government's decision to shift its employees who joined after April 1, 2004, from defined benefit pension to defined contribution pension. While the scheme was initially designed only for government employees, it was opened up for all citizens in 2009. The government launched the APY in Fiscal 2016 to provide pension facility to workers in the unorganised sector. Apart from the APY and NPS, the other government-backed pension scheme available in India is the Employee Pension Scheme ("**EPS**"), which can be availed by Employees' Provident Fund Organisation ("**EPFO**") subscribers. Employees enrolled for the Employees' Provident Fund ("**EPF**") will automatically be the subscriber of the EPS, too. As of November 2019, the number of pensioners under the EPS was approximately 6.6 million, translating to approximately 6% penetration rate for the scheme among working age population (15-59 years of age).

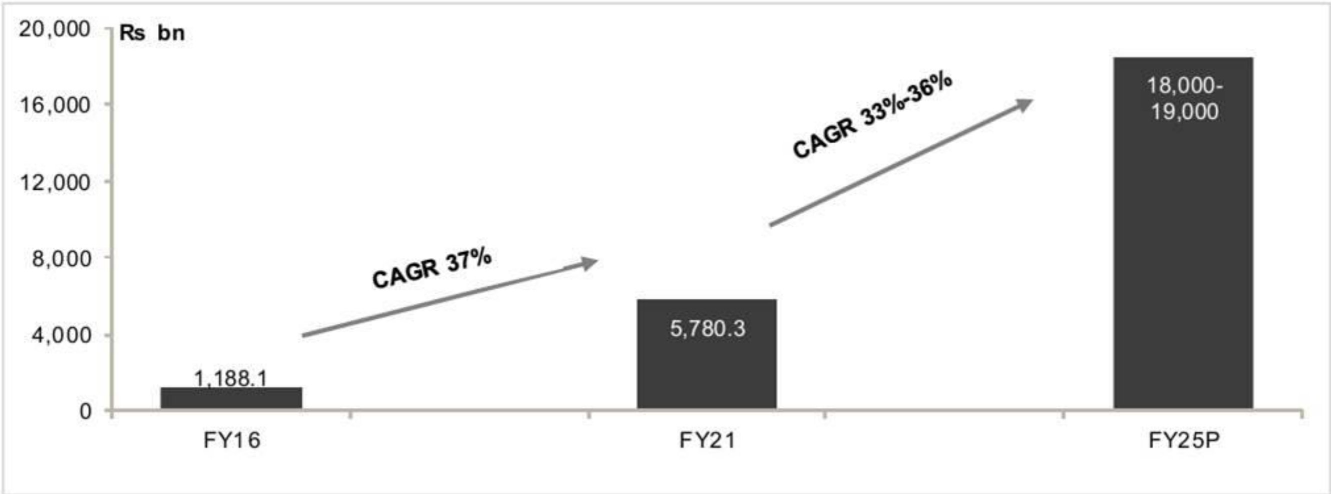
As of Fiscal 2016, combined penetration of the NPS and APY among the working age population stood at approximately 1.5%. With subscriber base of both the pension plans growing robustly, the combined penetration level as of Fiscal 2021 crossed 5% mark. However, this is a gross under-penetration as just one out of 20 people has opted for the pension plan. Total number of subscribers for both the plans combined logged a CAGR of 28% over Fiscals 2016-2021. AUM during the period clocked 37% CAGR. Given the under penetrated state of pension market combined with favourable demographic trend and overall economic growth, the outlook for acceptance of NPS and APY remain strong.

Number of subscribers for NPS and APY (in million)



Source: CRISIL Research

Aggregate NPS, APY assets (in ₹ billion)



Source: CRISIL Research

Growth drivers for national pension system initiative

Government's push for widespread acceptance of NPS

The NPS has crossed some key milestones in the past few fiscals as its number of subscribers and AUM saw robust growth. However, these numbers are still minuscule given India's huge workforce. Considering the lack of social security net for most of the employed and the looming risk of under-funded retirement, the government tweaked the product several times to make it more attractive.

From a complex and heavily taxed product, the scheme has transformed into a more investor friendly one over the years. Relaxation in early withdrawal rules, flexibility to subscribers to stay on after 60 years of age and increase in tax exemption limit are some useful changes made by the government. Earlier NPS subscribers could withdraw only 40% of the corpus tax free. This government increased this to 60%. To make the on-boarding and transaction process hassle-free, the government introduced electronic account opening and direct remittance of contributions.

To make the scheme more competitive than Public Provident Fund ("**PPF**"), NPS allows an additional deduction of ₹ 50,000 under Section 80CCD (1B), over and above ₹ 0.15 million that can be claimed under Section 80C. Additional tax benefit is available to subscribers under corporate sector, under section 80CCD (2) of Income Tax Act. Employer's NPS contribution (for the benefit of employee) up to 10% of salary (Basic + DA), is deductible from taxable income, without any monetary limit. Corporates can claim deduction on their contribution towards NPS up to 10% of salary (basic + dearness allowance) as business expense from their profit and loss account. Along with that, with certain limitations, the subscribers get the option to strategically allocate funds between equity and debt unlike PPF making the NPS investment option more attractive.

India's large young population base favourable for NPS penetration

Demographically, India is in a sweet spot today. With the median age of its population at 28 years, it is a young country (for China, this is 38). Of India's population, more than 60% is in the working age group. It is expected to remain so over the next decade as well. That's a formidable number, considering the country is the second-most populous in the world with approximately 1.38 billion people as of 2020 (as per the United Nations' World Population Prospects 2019). With increasing awareness of retirement products among the youth, NPS poses strong potential to penetrate further from current level.

Strong growth prospects for APY

Typically, pension systems across the world cover the formal or organised sector of the economy, while the informal sector is largely ignored. In developing countries, this is a bigger concern than the developed peers as workforce in the sector is much larger. Income of a regular formal worker is nearly four times that of a regular informal worker. Hence, formal workers get both higher pay and better social security benefits such as contribution towards pension. Informal workers usually have no buffer for retirement as their low pay doesn't allow them to keep any.

Assessment of Aadhar authentication, e-KYC and e-sign in India

Growth drivers for authentication transactions

Aadhaar enabled e-KYC to reduce the physical paper submissions required

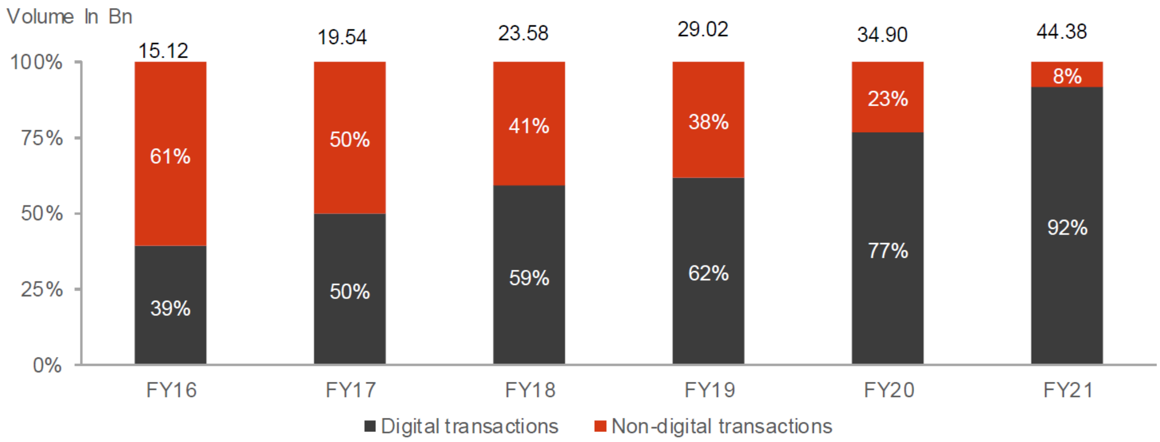
Aadhaar verification lies at the center of availing many financial services in the country. These verification were time consuming and involved lot of paper based submissions. However, UIDAI has launched electronic KYC mechanism to verify the Aadhaar card holder. This provides quick verification of Aadhaar holder credentials and majorly reducing the cost of paper based verifications.

In addition to this, UIDAI has introduced Aadhaar paperless offline e-KYC verification for areas where online e-KYC may not be possible. Same as online E-KYC, this process also enables users to establish their identity in paperless manner. As these services are majorly based on usage of electronic devices such as mobile phones, reduces the physical paper submissions and in turn reducing the cost involved.

Increasing digital transactions to drive the e-KYC infrastructure growth in the country

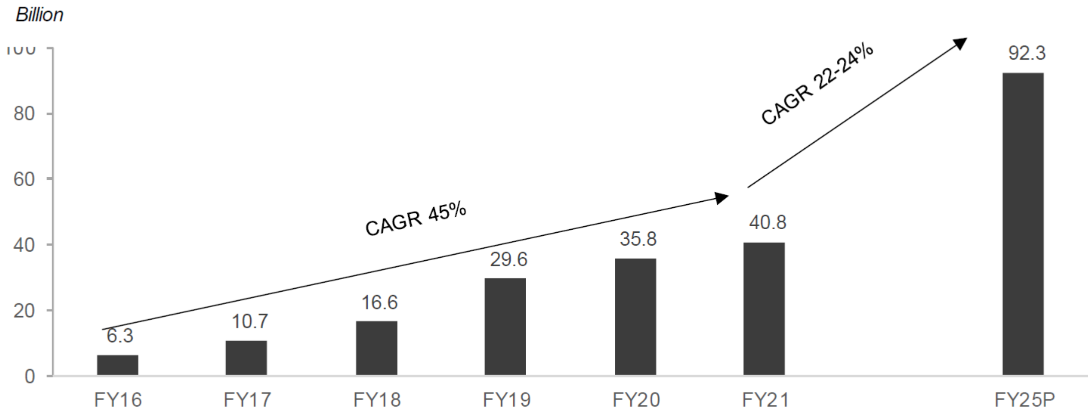
Lead by change in consumer behavior caused due to demonetisation in the country, the number of cash transactions as a percentage of total transactions have seen a gradual decline over the years. As of 2020, most of the transactions occur digitally due to ease of performance and convenience. Digital transactions have seen a rise from 36% of total transactions in Fiscal 2016 to occupying a large share of the pie of 92% in Fiscal 2021. In volume terms, number of digital transactions have increased from 6.3 billion in Fiscal 2016 to 40.9 billion transactions in Fiscal 2021 at a CAGR of 45.0%. Moving forward, CRISIL Research estimates digital transactions to grow at a CAGR of 22-24% between Fiscal 2021-2025 reaching 92.3 billion transactions by Fiscal 2025. In addition, UPI transactions have grown at a tremendous pace of 122% CAGR from Fiscal 2017 reaching 22.3 billion transactions by Fiscal 2021. Other digital payments transactions such as National Electronic Funds Transfer ("**NEFT**") and Immediate Payment Service ("**IMPS**") have also grown strongly at a CAGR of 10% and 27% from Fiscal 2016 to Fiscal 2021.

Percentage share of digital transactions over the years



Note:
Digital transactions include RTGS – excluding interbank clearing, ECS, NEFT, IMPS, NACH, cards and prepaid instruments; Non-digital transactions include cheques/paper clearing and ATM transactions. Amount above each bar indicates volume of transactions in the year.
Amount above each bar indicates total volume of transactions in that fiscal year.
Source: RBI, CRISIL Research

Digital transactions volume over the years



Note:
Digital transactions includes RTGS – excluding interbank clearing, ECS, NEFT, IMPS, NACH, cards and prepaid instruments
P: Projections
Source: RBI, CRISIL Research

Growth in Digital economy to further push the need for e-KYC and E-sign infrastructure in the country

Technology plays a vital in the development of an economy and provides a cost effective solution for government solutions to untapped regions. Through Digital India Initiative, Government of India plans transform India into digitally empowered economy. As economy moves towards digitisation, necessity arises for higher security needs especially in banking and investments space.

e-KYC being a better way to authenticate an individual's identity playing a vital role in this process. In addition to this, E-sign can also be used to digitally sign the documents concerning to government bodies, banking and financial institutions, educational institutions and others, which would reduce time and cost involved. Development of infrastructure facilities for these e-KYC and E-sign services would further support growing digitisation in the country.

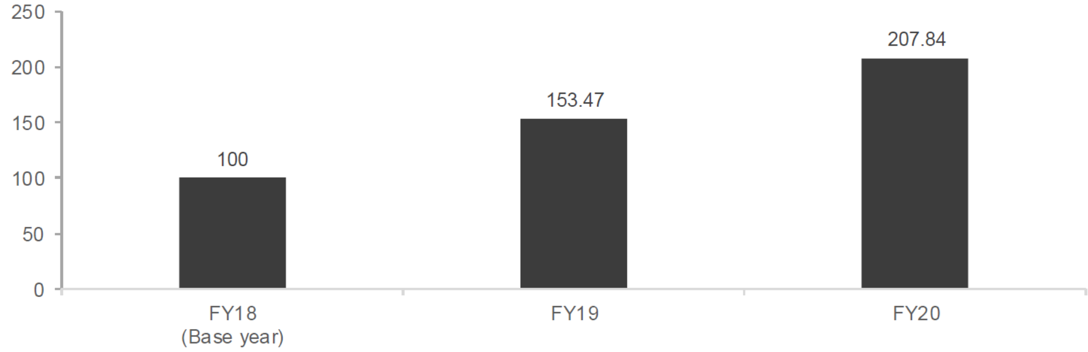
Requirement for authentication by various institutions likely to drive the growth in future

Number of authentications transactions have seen a growth over the years as it plays a major role for financial institutions in verification of individual identity. Aadhaar authentication helps the credit disbursal agencies to easily validate documents provide by the beneficiary. As Aadhaar is necessary document to be submitted for availing of loan, authentication helps checking if duplicate proofs have been submitted thus reduce the operational risk for the entity. It also reduces the turn-around time required to avail the loan. Similarly, asset management companies opt for Aadhaar authentication for investments such as mutual funds which would provide easy and secure on-boarding of investors in less time frame. In addition to these, it also has vital importance government initiatives such as Direct Benefit Transfer ("**DBT**") and National Mission on Financial Inclusion.

Increasing digitals payments penetration to further boost requirement for authentication infrastructure

Digital payments lie at the core of digitalisation in the country, making it vital to understand its growth over the periods. In order to capture this, RBI has developed a Digital Payment Index ("**DPI**") covering wide range of payment ecosystems in India. It helps in understanding the penetration of digital payments across the country. In development of DPI, RBI has assigned five parameters with each having sub-parameters and weights assigned to it signifying the importance in payments ecosystem. With March, 2018 as base period (=100), DPI has increased to 153.47 as of March 2019 and 207.84 as of March 2020 depicting the increasing penetration of digitals payments. However, bank accounts linked to these payment interfaces require regular authentication done to reduce the occurrence of fraudulent activities creating necessity for better authentication facilities such as e-KYC to be in place.

Trend in Digital penetration Index (DPI)



Source: RBI, CRISIL Research

Aadhaar based credit disbursal system to support the future growth in e-KYC infrastructure

The increase in financial inclusion and government taking measure to provide subsidies and benefits, creates a further dependence on e-KYC process for eliminating duplication, identity theft and others, and in turn creating a demand for e-KYC infrastructure.

Umbrella Entity for Retail payments to pave growth in e-KYC segment

Growth of Fintech companies in India are dependent upon penetration of digital usage, which in turn depends upon the infrastructure required, financial literacy and awareness among the population from both supply and demand prospects and having security protocols in place for data privacy and protection. Recent initiative by reserve for setting up of umbrella organization to look over the digital space is likely to increase the healthy competition among the players thus benefitting end users of the segment. As the competition intensifies leading to addition of new end users in the fintech space, e-KYC companies would also see demand increase lead by end-user authentication.

Overview of account aggregator and allied services

Protean has formed a separate company for the AA business

Protean is a chief architect and implementer for some of the most critical and large scale technology infrastructure in the country. Protean closely works with Central and State Governments, Regulators, and Financial and Non-Financial entities in creating population scale e governance Solutions. Protean conceptualized designed and implemented the infrastructure for Central Recordkeeping Agency ("**CRA**"). It has also been responsible for setting-up the tax information network and the technology infrastructure for Aadhaar authentication and e-KYC services. The company has over the years used its project management capabilities and technology expertise to deliver state of the art e-Governance solutions.

Going ahead, Protean plans to leverage its experience and capabilities in technology infrastructure to be an integral part of the Account aggregator ecosystem being set-up in the country. It has formed a separate company, called NSDL e-Governance Account Aggregator Limited ("**NSDL e-Gov AA**"), for the same purpose. The company is still under process of being approved by RBI to be empanelled as an Account Aggregator. Thus, NSDL e-Gov AA along with Protean plan to become agents of financial inclusion by shifting from asset backed lending to cash flow based lending.

Overview of Open Credit Enablement Network ("OCEN")

Open Credit Enablement Network (OCEN), a credit protocol infrastructure announced at the Global Fintech Festival in 2020, is expected to solve these problems for MSME lending. It is a framework of Application programming interfaces (APIs) for interaction between small borrowers, lenders, loan service providers, and account aggregators. The APIs will act as a common language connecting marketplaces to use and create innovative financial credit products.

OCEN enables the various service providers we use on a daily basis to become fintech-enabled credit marketplaces by standardising the building blocks that make up a typical credit cycle by putting together an infrastructure protocol that enables consent-based access to verified information from multiple public and private data sources and connects borrowers with lenders through an ecosystem that offers access to affordable credit. Using OCEN, lenders will be able to create personalized loan products to meet the financial needs of small businesses. They will also be able to underwrite new types of loans by gaining access to a financial data about the MSMEs that helps them monitor credit. Online intermediaries such as e-commerce enterprises and digital businesses (also known as loan service providers) can simply include credit products without having to engage in technology development or sign up with multiple lenders. The turnaround time and finance costs would be reduced, due the simplification of the loan application process and also since competition among lenders will increase.

Demand for digital authentication data will increase in future

OCEN network collects data about individuals from Account aggregators, which in turn collate in from the Goods and Service Tax Network ("**GSTN**"). Besides, to sign-up on OCEN network, an individual has to login using his Aadhar/e-KYC authentication. So, OCEN shares personal data about individuals, which is in turn depend on the information available on different platforms like e-KYC, GSTN, amongst others. Going ahead, as these systems are more widely adopted across India, the data available from on them is also expected to increase which will help aid the implementation of the OCEN network throughout the country.

Protean to benefit from the increased use of authentication data

Apart from the above use-cases, several new innovations like the Account aggregator eco-system, OCEN network, and others, are already being implemented by the Government of India. All of these rely on authentication data from GSTN, e-KYC, and others, for their operations. OCEN network collects data about individuals from Account aggregators, which in turn collate it from the GSTN. Besides, to sign-up on OCEN network, an individual has to login using his Aadhaar/e-KYC authentication.

Going ahead, as these systems are more widely adopted across India, the demand for digital authentication data is also expected to increase significantly. Accordingly, Protean eGov Technologies Limited , which is involved in processing PAN applications, setting-up the e-KYC, e-Sign and Aadhaar authentication services, is expected to benefit from this increased use of authentication data.

Protean also plans to become an active part of the OCEN network by becoming a Technology Service Provider ("**TSP**") to help set-up the backend of the entire ecosystem. Implementing a solution like OCEN requires Aadhaar authentication, e-KYC, e-sign and Account Aggregator ("**AA**") in its eco system to enable the transfer of money and flow of information. Protean has been involved in building most of these projects. Protean has been appointed as a Registrar by the Unique Identification Authority of India to provide residents with services like Aadhaar-Authentication and e-KYC. It is also responsible for developing the e-sign service and it has also been appointed as GST Suvidha Provider ("**GSP**") as well as Application Serviced Provider ("**ASP**") in the GSTN ecosystem. Protean can leverage its extensive experience to get empanelled as a TSP in the OCEN ecosystem.

Overview of Ed-tech and e-learning in India

India education landscape is among the largest market in the world

India's education system is one of the largest systems in the world. With population of 490-500 million under the age of 20 years, India has large pool of student to target. According to Unified District Information System for Education ("**UDISE**") and All India Survey on Higher Education ("**AISHE**"), India has more than 248 million students enrolled in more than 1.5 million schools and around 37.2 million undergraduate and postgraduate students enrolled in 39,931 colleges, 993 Universities and 10725 Stand-alone institutions across India as of 2018-2019.

COVID-19 compelled the education institutes to adopt online methods

Both formal and non-formal segments of education have shifted to online mode by conducting the classes through online channels on account of pandemic. The mode of communication has also changed from the offline mode to the online mode. However, many institutes have successfully maintained teacher-student interaction and ratio by using online applications to conduct classes and exams. Institutes are using a combination of offline-recorded videos and online lectures. Institutes that were not able to adopt to the online mode remain dependent on study material, which is distributed and collected on specific days.

E-learning will pave the way for advance learning methods in ed-tech

Digitisation of education remains one of the topmost priorities of the Government of India. With the internet penetration rate in India at 58.5% in December 2020, as per Telecom Regulatory Authority of India, the market is conducive for penetration of ed-tech market. Many e-learning portals have been set up in the wake of the pandemic to provide uninterrupted access to learning. They are performing well as an increasing number of learners are enrolling in online courses, the new normal since the onset of the pandemic.

Starting 2020, Indian universities and colleges, which were earlier not permitted to offer more than 20% of a degree online, are now lifting the restrictions on online learning to increase access to higher education and improve their global ranking. Many EdTech companies are offering learning management resources, including blended learning, 3D and do-it-yourself ("**DIY**") kits and AI-based experiential and interactive learning to improve the learning experience. India ed-tech landscape is several players across various offerings. The ed-tech landscape in India has around 7,000+ start-ups in India as per industry sources. Start-ups have entered the market in 2010 onwards and are developing their offerings and expanding their reach across in India. COVID-19 pandemic has increased active user base for ed-tech app and the segment has seen rising penetration even in tier II and III cities in India.

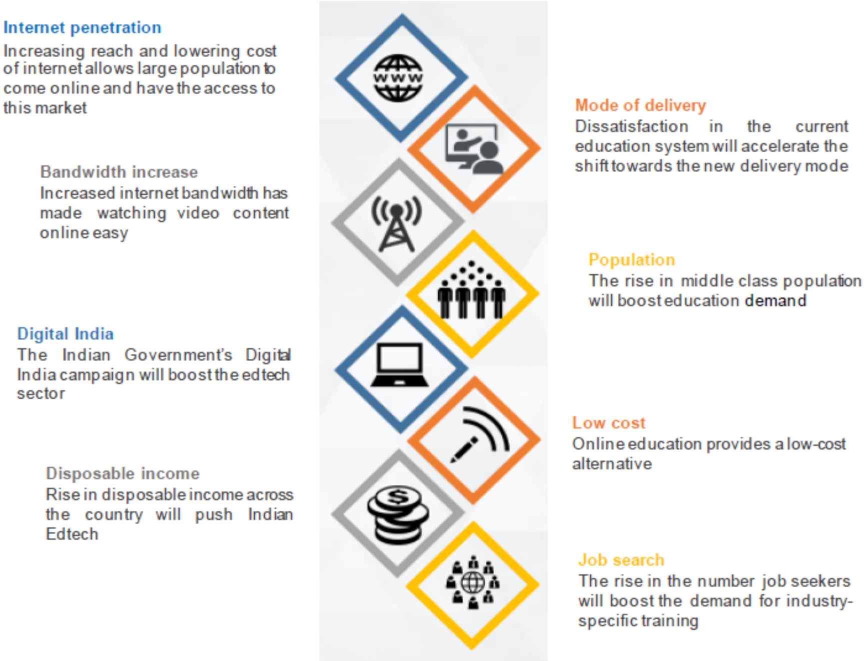
Digital learning is expected to grow at a CAGR of 38-42% over Fiscals 2021-2025

This segment has benefited from the lockdown, as in Fiscal 2021, Business Improvement Funds ("**BIF**") players received funding that was three to four times the amount of funding received in Fiscal 2020. CRISIL Research estimated the digital education industry to be worth about ₹ 145-165 billion in Fiscal 2021. Over the next four years, the industry is projected to grow at a CAGR of 38-42% as e-learning gains momentum to reach ₹ 575-600 billion in Fiscal 2025 driven by demand supported by COVID-19 pandemic movement restrictions, higher penetration of ed-tech learning at home and schools, higher demand for skilling at corporate employees and higher education students, development of technology and rationalisation of prices of new tech solutions.

Growth drivers in the education industry

Rapid urbanisation, higher disposable income, India's current demographic profile, rising fees, lower penetration and an increase in enrolments are the education industry's growth drivers.

Drivers for EdTech in India



Role of new-age EdTech solutions and infrastructure needed for developing the market

The government has taken initiatives to improve the reach of education by making it digital and interactive. Still the Indian education system is facing problems such as poor quality, cost and access. The aforementioned problems can be resolved through new-age technologies, such as cloud computing, artificial intelligence, virtual reality and augmented reality.

Overview of data center and cloud services

Growth drivers for expansion of data centres in India

Cloud adoption on the rise in India

Digitalisation is driving the demand for cloud-based services in India. The adoption of advanced technological solutions that include Internet of Things ("**IoT**"), big data and artificial intelligence ("**AI**") increases the demand for cloud services across verticals. According to NASSCOM, cloud computing market size was estimated to be approximately US$ 2.5 billion in 2018 and is expected to reach approximately US$ 7.1-7.2 billion by 2022.

The presence of some of the largest cloud service providers in India will create opportunities for data center operators to develop more facilities in the coming years. However, many small and medium enterprises ("**SME**") prefer SaaS ("**Software-as-a-Service**") cloud services. Major cloud service providers such as Microsoft, AWS, Google, Alibaba, Oracle, and IBM are developing hyperscale data centers in India to cater to the rising demand for cloud computing.

Overview of e-commerce retail industry in India

Need for open e-commerce network and role of Beckn concept

Implementation of innovative technology can further boost e-commerce growth

Over the last one decade there has been major transformation in the way commerce has been carried out. In present era online purchases are experiencing strong growth owing to rising income level, rising number of smartphone users, change in lifestyle and preferences, and improved logistics services. Advancement in IT infrastructure has been the backbone supporting robust growth in e-commerce. However, the e-commerce industry is still under growth phase and certain concerns which exist in the current scenario such as malpractices followed by players, barriers in launching new products, and limited reach to audience need to be addressed. Open Network for Digital Commerce ("**ONDC**") is one such solution government is planning to implement to make the overall e-commerce market more efficient and inclusive.

ONDC can expand overall e-commerce market and can curb existing malpractices

The ONDC is a digital project of the government to redefine the e-commerce landscape in the wake of a large number of complaints of malpractices by existing e-commerce companies. To standardise the process of on-boarding retailers on e-marketplaces, and supply and delivery of products through online channels, the Department for Promotion of Industry and Internal Trade ("**DPIIT**") plans to develop ONDC to set protocols. The protocol for digital commerce would be similar to what UPI is for online payments or what HTTP is for communication over the internet. These will be open standards and the effort is to create protocols for digital e-commerce for creating an enabling e-commerce ecosystem.

The DPIIT has set up a steering committee to formulate, implement and provide policy oversight ONDC. The committee is headed by a senior DPIIT official and includes representatives from the Department of Commerce, the Ministry of Electronics and IT, the Ministry of MSME, the NITI Aayog, Quality Council of India, NPCI Technology, and Protean.

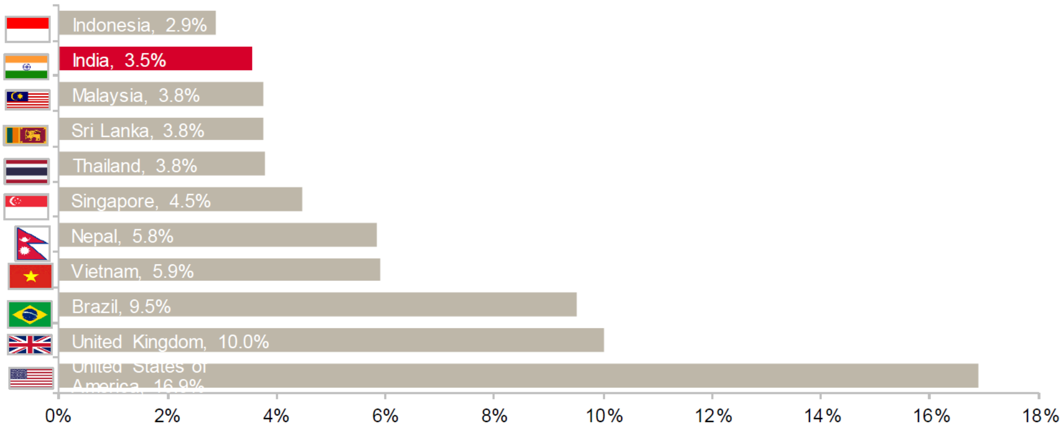
Overview of e-health industry in India

Healthcare industry in India

India's health infrastructure has large potential for improvement

The adequacy of a country's healthcare infrastructure and personnel is a barometer of its quality of healthcare. This, in turn, can be assessed from bed density (bed count per 10,000 population) and availability of physicians and nurses (per 10,000 population). For India, that's where the concern begins. The country comprises nearly a fifth of the world's population, but has an overall bed density of merely 13, with the situation being far worse in rural than urban areas.

India lags peers in healthcare expenditure



Source: Global Health Expenditure Database, World Health Organization; CRISIL Research

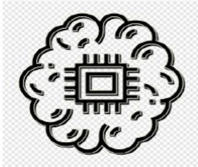
E-health is the future of healthcare service

E-health refers to the use of information and communications technology in healthcare. Based on different approaches to e-health, its types can include the following: services provided via the Internet (such as telemedicine and video consultation); electronic health record; and health monitoring and research via mobile applications (also referred to as m-health). E-health initiatives have a vision to delivery better health outcomes in terms of

- access,
- quality,
- affordability,
- lowering of disease burden, and
- efficient monitoring of health entitlements to citizens

Emerging technologies in healthcare

Electronic Health Records



Artificial Intelligence, Blockchain

Radiology information system

Clinical decision support system

Mobile-based applications

Telemedicine

Robotic surgery

Wearables and sensors

The healthcare industry, like other industries, is constantly evolving in terms of technology. Developments in information technology have helped create systems which ensure faster and reliable services. While, on one hand, these systems help increase the reach and quality of healthcare delivery systems across the country, on the other, they also enable healthcare delivery providers to improve efficiency by helping them in resource planning, maintaining patient records, amongst others. CRISIL Research believes that with the advent of 5G, smartphone penetration and increasing health conscious population, digital healthcare penetration will grow significantly.

Protean undertakes e-healthcare projects throughout the components of value chain

Protean has been undertaking Greenfield projects whereby it provides services right from defining a business process to setting up solutions, hosting it, maintaining the solution and providing services to the clients. Protean developed a platform in partnership with the Indian Academy of Paediatrics ("**IAP**"). It also possesses products to enable vaccination programmes, which can be used for mass vaccination drives such as Polio, COVID and others. The company is launching a National project to enable digitization in various aspects of health starting outpatient clinic to high tech services to citizens. Given the expertise Protean holds in implementing large scale IT infrastructure projects, it possesses the potential in reaching out its services in the area of Practice Management System ("**PMS**"), Patient Health Record Management System, Electronic Health Management System to name a few.

National Digital Health Mission ("NDHM")

The NDHM aims to develop the system necessary to **support the integrated digital health infrastructure** of the country. It aims to integrate the different stakeholders in the healthcare ecosystem through digital infrastructure. Citizens and patients in India are served by different stakeholders in the healthcare system. It is envisaged that the NDHM will be implemented through **creation of an online platform using data, information and infrastructure services**, while also ensuring the security, confidentiality and privacy of health-related personal information. Some of **the key objectives** under the NDHM are as follows:

- To establish registries at the appropriate level to create a **single source** of truth in respect of clinical establishments, healthcare professionals, health workers, drugs and pharmacies;
- To enforce adoption of **open standards** by all national digital health stakeholders;
- To create a system of personal health records, based on international standards, **easily accessible to individuals and healthcare professionals** and service providers, based on the individual's informed consent;
- To ensure healthcare institutions and professionals in the **private sector participate actively** with public health authorities in the building of the NDHM, through a combination of prescription and promotion; and
- To **strengthen existing health information systems** by ensuring their conformity with defined standards and integration with the proposed NDHM.

Some of the government programmes under e-health are as follows:

Programme	Details	Progress
e-Mamta	It is a citizen-centric service delivery initiative by the Government of Gujarat. It leverages information and communications technology to track the progress of pregnant mothers, and integrates non-recipients of services into the healthcare system	Almost 80% of the total population of Gujarat has been registered in the system e-Mamta received the NASSCOM Social Innovation Honour in 2012 and the 15th National e-Governance Award in 2012 for outstanding contributions in citizen-centric delivery
Accredited Social Health Activist (ASHA)	It is a community health worker instituted by the MoHFW as part of India's National Rural Health Mission	The number of ASHAs as on March 13, 2020, is 1,047,324
e-Aushadhi	The Ministry of Department of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH) in Feb 2019, launched the e-Aushadhi portal for online licensing of Ayurveda, Siddha, Unani and homoeopathy drugs and related matters	As on 20th June, 2021; it has 9,038 approved manufacturers and 55 approved drug testing labs
eSanjeevani	The first of its kind of digital transformation in the delivery of health services at the national scale	eSanjeevani Ayushman Bharat – Health and Wellness Centres (AB-HWC) enables doctor-to-doctor tele-consultations and is being used at around 6,000 health and wellness centres, which are being served by specialists and doctors in around 240 hubs that have been set up by states in district hospitals or medical colleges

Other key initiatives in the healthcare sector

- In the Union Budget 2021-2022, investment in health infrastructure expanded 2.37 times or 137% year-on-year; the total healthcare sector allocation for Fiscal 2022 stood at ₹ 2,238.46 billion ($30.70 billion).
- The government announced ₹ 641.80 billion ($8.80 billion) outlay for the healthcare sector over the six years to strengthen the existing 'National Health Mission' by developing capacities of primary, secondary and tertiary care, healthcare systems, and institutions for detection and cure of new and emerging diseases.
- The Government of India approved continuation of 'National Health Mission' with a budget of ₹ 365.76 billion ($5.10 billion).
- The Ministry of AYUSH was allocated ₹ 29.7 billion ($407.84 million), up from ₹ 21.22 billion ($291.39 million) earlier.

Overview of mobility industry

Need for open mobility network and role of Beckn concept

Open mobility network can help make urban mobility system more efficient

India is rapidly becoming more urban and will witness a staggering increase in urban mobility demand soon. The increasing urban population continues to add stress on the infrastructure, environment, and economy of cities. Public mass-transit systems today find themselves competing not just with personal vehicles, but also with new forms of shared mobility. Private shared mobility is continuously evolving in form and scale. But despite the increase in available choices, personal vehicles remain the primary mode of transport for many.

The networks of public and private shared mobility operators do not seem to offer a compelling alternative for city travellers. While public transport, especially the rail systems and buses on dedicated lanes, seems to cover the distance faster, its accessibility and availability is a challenge in many cities. Private shared mobility networks, on the other hand, do not always cater to all customer segments. Mobility systems and other travel options in cities thus remain isolated, offering no effective solutions for a seamless door-to-door journey. Big shifts happening in electrification, autonomous and connected vehicle technologies could expand the gap between shared mobility operators further, especially between on-demand mobility service providers and mass transit systems.

Beckn, an attempt to create an open network economy

Beckn is an open protocol that enables location-aware local commerce across industries. Beckn has published an open protocol specification that can help foster better integration and improved usability by connecting various applications together in a collaborative and coherent digital ecosystem. Once implemented widely, it will allow businesses to be discoverable by consumers through commonly used applications. The specifications allow Beckn to act as a transaction protocol that allows discovery, ordering, fulfilment and payment between buyers and sellers (consumers and providers) in the digital marketplace. It is a common way that allows basic interoperability of the transactions on a digital medium. Beckn protocol allows one user to communicate to other user anywhere on the internet by exchanging open, standardised, machine-readable information.

Currently, most marketplaces are platform-centric. Beckn is an open digital infrastructure that allows creation of an unbundled and decentralised digital market that is free to use, and more inclusive in nature. It specifically caters to location-aware local commerce businesses that are small and severally available within a region like a city. Examples of such business include mobility, e-commerce, and last mile delivery.

Mobility-as-a-service and Beckn

Protean functions as infrastructure provider in open network mobility solutions

Beckn foundation has designed open protocol that enables implementation of open network mobility solutions. Protean plays a role of interpreting and implementing Beckn protocol to ensure large scale execution of open network mobility solution. The services offered by Protean range throughout the open network mobility solution value chain making it a holistic infrastructure provider in the space. In July 2021, Kerala Government launched Kochi Open Mobility Network ("**KOMN**") which could be considered the first of its kind globally. Beckn foundation partnered with Protean for the implementation of the project.

Overview of large-scale IT infrastructure solutions for nations

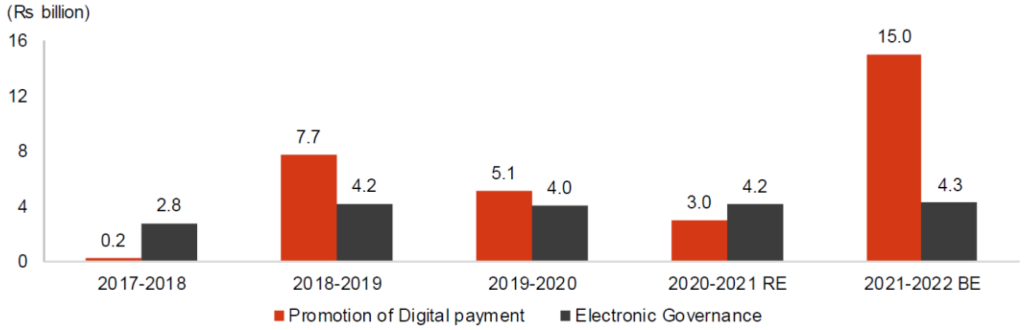
Overview of the development and opportunities of e-governance

Indian IT and ITeS industry

The Indian IT and ITeS industry is divided into four major segments – IT services, Business Process Management ("**BPM**"), software products and engineering services, and hardware. Indian IT and ITeS companies have set up over 1,000 global delivery centres in over 200 cities around the world. The IT industry has also created significant demand in the Indian education sector, especially for engineering and computer science.

India improves its global ranking in e-governance; number of online transactions witnessing rapid growth

Government spending on promotion of digital payment and e-governance

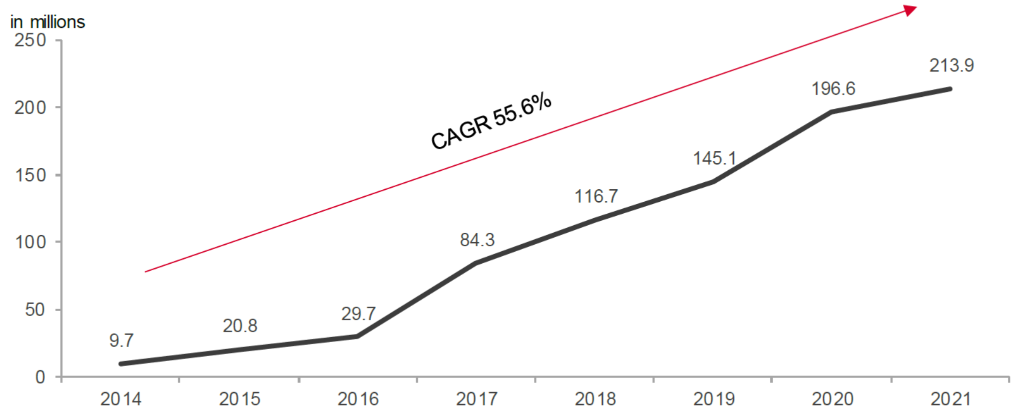


Source: Union Budget, CRISIL research

Uses of government web portals are on the rise, according to the government's Electronic Transaction Aggregation and Analysis Layer ("**eTaal**"), portal. The number of transactions per day increased exponentially to 213.9 million in May 2021 from 9.7 million in 2014. The spike in transactions is expected to translate into newer opportunities for domestic players.

Another company Protean eGov Technologies Limited has played a pioneering role in laying down the basic infrastructure for e-Governance in the country by enabling the government to unleash the untapped area. It has helped government in implementation of multiple projects such as PAN card, TIN, Unique identification numbers ("**UID**") enrolment, NPS, e-sign, and others.

Daily average web traffic on government portals on the rise



Note: 2021 data is as of May 2021
Source: Government of India (GoI), eTaal portal

Qualitative overview of e-governance and scope for IT solutions in this space

E-governance is the use of ICT to conduct government business and provide public services. The strategic objective of e-governance is to support and simplify governance for all parties: government, citizens and businesses. The use of ICTs can connect all three parties and support processes and activities to stimulate good governance. Therefore, the objectives of e-governance are similar to the objectives of good governance.

E-governance aims to make interactions between government and citizens ("**G2C**"), government and business enterprises ("**G2B**"), and inter-agency relationships ("**G2G**") more friendly, convenient, transparent, and economical. The goals of e-governance are:

- Providing better service delivery to citizens
- Increasing transparency and accountability
- Empowering people through information
- Improving efficiency within governments
- Improving the interface with business and industry

Major solution providers in e-governance and government IT infra space

Companies	Details	Service/offerings
Akal Infosys	Aims at improving processes and public administration services under the e-governance plan and digital India mission. Its e-governance services aim at uniting information, processes, people and technology for achieving good governance. AKAL has a track record of delivering time-bound 'mission critical' projects, with robust expertise in providing software application development, back-end support and system integration	• Direct benefit transfer • Financial assistance • Public distribution systems • Dashboards • Payment gateways • Accreditation programs • Grievance redressal • Recruitment solutions • Licensing solutions • Real-estate management • Trade fair management • Loan management
Protean	Protean eGov Technologies Limited has played a pioneering role in laying down the basic infrastructure for e-Governance in the country by enabling the government to unleash the untapped.	• System integration • 360-degree technology solutions • Solution architecture • Software-as-a-Service • Managed services
Vee Technologies	Offers e-governance services that simplify processes for governments, their citizens and various business/interest groups by implementing IT solutions for simple, transparent, moral and accountable governance. Delivers services that offer easy access and provides necessary information quickly and efficiently	• Aadhaar enrolment • Scanning and digitisation • Document management systems • Financial inclusion • System integration • Online and offline examinations • Manpower service provider • Digital India platform • Android-based mobile applications • Survey implementation • Smart card implementation • National Public Registration (NPR) – UPPCL and MPPKVVCL • Electric meter reading, bill generation and serving through SBM/mobile apps
e-Zest	Offers a wide spectrum of services and solutions in e-governance. It has expertise in delivering solutions enriched with the highest standards of usability, flexibility, and scalability. The major areas of expertise include police, social and rural services, agriculture, EWS services, and others.	• Web- and mobile-based e-governance solutions • Employee appraisal system across multiple states/departments • Portfolio management solution • Government health and family services solutions • Workflow management systems Performance tracking and management solutions • Education university model for e-governance

Companies	Details	Service/offerings
Silver Touch Technologies	Being an IT solution provider and software development company in India, it immensely contributes in the implementation and rollout of e-governance initiatives. It assists government interactions with citizens ("**G2C**"), businesses ("**G2B**"), employees ("**G2E**"), and helps the government to co-ordinate internally ("**G2G**").	• e -Aadhaar • e-KYC • MyGov • Open Data • Digi Locker • e-Office • e-Hospital • e-District • Passport Seva
SGS South Africa (Private) Limited	It has portfolio of innovative services for governments, international institutions and partner organizations across the public and private sectors covers a variety of verification and technology based solutions.	• Customs management system o Customs processing o Transit and presentation o Classification o Electronic communication and document printing • Inland revenue and sales tax systems to foreign exchange control ("**CEPECS**") • facilitate international trade, valuation services such as ValiTrade and ValuNet, monitoring tools such as TransitNet and NGO benchmarking

Overview of competitive landscape

For the peer comparison section, CRISIL Research has considered companies with similar offering and are operating in same line of business and having certain similar products as Protean eGov Technologies Limited .

Details of key players considered and respective business geographies

Company Name	Registered Office	Incorporated year	Business geographies
CDSL ventures Ltd.	Mumbai, India	2006	India
CMS computer Ltd.	Mumbai, India	1980	India
Computer Age Management Services (CAMS) Ltd.	Chennai, India	1988	India
CSC e-governance services Ltd.	Delhi, India	2009	India
Karvy data management services Ltd.	Hyderabad, India	2008	India
Kfin technologies Pvt Ltd.	Hyderabad, India	2017	India, Canada, USA, Oman, India, Malaysia, United Kingdom, UAE, Maldives, Singapore, Australia, Hong Kong, Philippines, and Bahrain
Protean eGov Technologies Ltd.	Mumbai, India	1995	India
Sify technologies Ltd.	Chennai, India	1995	India, North America, the United Kingdom and Singapore.
UTI Infrastructure Technology and Services Ltd. (UTIITSL)	Mumbai, India	1993	India

Source: Company websites, CRISIL Research

Product offering by key players considered

Offerings	NPS CRA	PAN Card issuance/ verification	Aadhaar Authentication / E-KYC	Certifying authority for E-sign	GST suvidha provider	Aadhaar Enrolment	Others	Total revenue in million (FY20)
CDSL ventures Ltd.	✗	✗	✗	✓	✓	✗	RTA activity, National academic repository, CKYC processing etc.	668
CMS computer Ltd.	✗	✗	✗	✗	✗	✓	Energy management solutions, Media & broadcasting solutions, surveillance and work force solutions, transportation and traffic solutions	2,553
Computer Age Management Services (CAMS) Ltd.	✗	✗	✓	✗	✗	✗	Mutual fund services, transfer agency services, customer care services, distributor services, Electronic payment collection services, Insurance services etc.	7,206
CSC e-governance services Ltd.	✗	✗	✓	✗	✗	✓	G2C services, Election Commission Services, Digital literacy and other educational services, services under Financial Inclusion, Healthcare services, Skill Development, and other B2C services	11,362
Karvy data management services Ltd.	✗	✗	✓	✗	✗	✗	Liability product services, Asset product services, Credit card services, Business support services, System Integration, Digitisation services, Surveys etc.	3,977
Kfin technologies Pvt Ltd.	✓	✗	✗	✗	✗	✗	Corporate registry, Mutual fund services, global business services, Private wealth management, Alternate investment fund services etc.	4,553
Protean eGov Technologies Ltd.	✓	✓	✓	✓	✓	✗	System integration, Business process re-engineering, Solution architecture, Data centre coalition, IT consulting, Vidya Laxmi (loan application platform), Vidyasaarathi (scholarship application platform) Account aggregator	7,546
Sify technologies Ltd.	✗	✗	✗	✓	✗	✗	Network services, Data centre coalition, Migration services, cloud services, Web portal solutions etc.	23,253
UTI Infrastructure Technology and Services Ltd. (UTIITSL)	✗	✓	✗	✗	✗	✓	Medical bill processing, Mutual fund distributor, Agency services, project management services, IT infrastructure services etc.	3,581

Source: Company filings, company website, CRISIL Research

Protean eGov Technologies Limited ranked fifth amongst 239 registrars of UIDAI in terms of cumulative number of Aadhaar Enrollments as of August 26, 2021, occupies 1.1% share among cumulative number of transactions done by AUAs as of August 26, 2021, and occupies 1.4% share among cumulative number of transactions done by KUAs as of August 26, 2021.

Volume of NPS subscribers for key competitors in the segment (May 2021)

Entity Name	Number of subscribers (In million)	Share (%)	Asset under Management (In Rs. Billion)	Share (%)
Protean eGov Technologies Ltd.	42	99%	6,040	99%
Kfin technologies Pvt. Ltd.	0.4	1%	34	1%

Note:
Protean eGov Technologies Limited and Kfin technologies Pvt. Limited. are the only two players operating the NPS CRA segment
Values mentioned are consolidated as of May 31, 2021
Source: Industry sources, CRISIL Research

Key observations

- Protean eGov Technologies Limited is market leader in NPS CRA segment occupying a market share of 97% in terms of NPS subscribers and 99% in terms of NPS AUM in Fiscal 2021.

- Protean has a leading market share in provision of e-governance services such as management of the Tax Information Network, PAN processing and NPS where the company had a market share of 60%, 46.8% and 97%, respectively, in Fiscal 2021.

- Protean have been identified by the Government of India to manage the Atal Pension Yojana under NPS.

- Between the period December 2020 and May 2021 (both inclusive), Protean eGov Technologies Limited has handled average of 26.7 million NPS CRA transactions per month (consisting of NPS regular, NPS lite and APY transactions).

- Of the 29 ASAs present in the authentication segment, Protean eGov Technologies Limited occupied sixth place in terms of authentications performed as of July 3, 2021.

- Among the 56 billion cumulative Aadhaar authentications performed as of July 3, 2021, Protean eGov Technologies Limited occupies a share of 4.2%.

- From Fiscal 12 to Fiscal 21, Protean eGov Technologies Limited has processed higher number of PAN applications than its sole competitor in the PAN segment, UTIITSL. As of May 31, 2021, of the cumulative 450 billion new PAN applications processed (excluding instant PAN), Protean eGov Technologies Limited has processed 285 billion new PAN applications occupying a share of 63%. Protean eGov Technologies Limited is a market leader in PAN applications industry.

- During the Fiscal year 2021, Protean eGov Technologies Limited has processed average of 74,126 new PAN applications per month.

- Protean is among the few private players in India in e-governance space working toward Digital India initiative and has undertaken multiple large scale projects ranging such as Tax Information Network, Online Tax Accounting System ("**OLTAS**"), PAN card issuance, Protean CRA, NSDL GST ASP and GSP services, Aadhaar issuance, Aadhaar authentication and e-KYC services, National Judicial Reference System, Revenue Management System. Most of the projects listed above are unique and critical in terms of impact they create while serving the population of the country highlighting Protean's potential in conceptualising, and building large-scale IT infrastructure. The company also has presence in other sector offerings such as Vidya Lakshmi, Vidyasaarathi, Data center co location services.

- The new areas the company to planning to explore include Education and skilling, Cyber security, Public Finance Management, Financial Services and Customer on-boarding, Agritech, Healthcare, Mobility, Payments, and Digital marketplace.

- Presence in multiple sectors and working for large scale e-governance projects as highlighted above makes Protean one of the key IT-enabled solution private companies in the country.

Financial Overview of key competitors

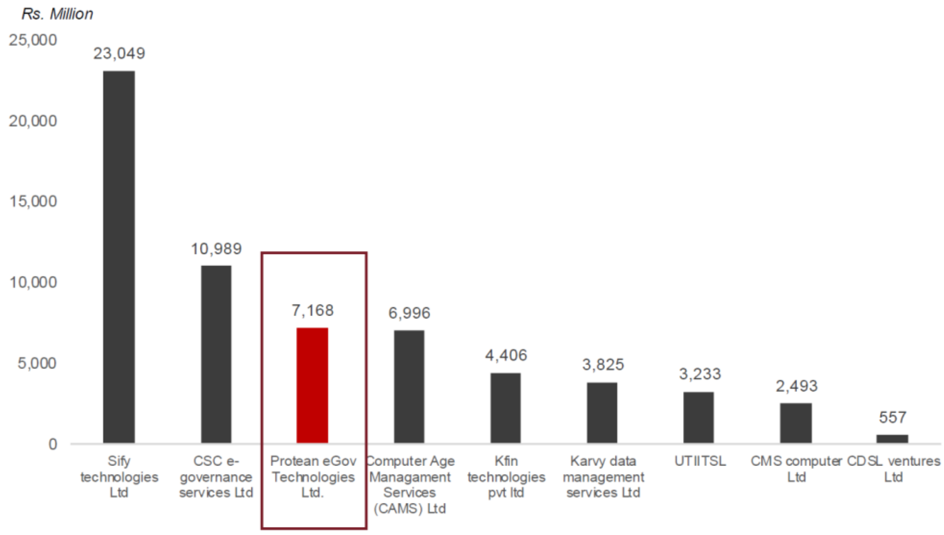
Operating income of key players considered

Operating income (Rs. Million)	Type	FY17	FY18	FY19	FY20	CAGR
CDSL ventures Ltd.	Standalone	243	367	429	557	32%
CMS computer Ltd.	Consolidated	2,336	2,320	2,344	2,493	2%
Computer Age Management Services (CAMS) Ltd.	Consolidated	4,783	6,415	6,936	6,996	14%
CSC e-governance services Ltd.	Consolidated	NA	5,537	9,202	10,989	NA
Karvy data management services Ltd.	Standalone	4,031	7,053	7,533	3,825	-2%
Kfin technologies Pvt Ltd.	Consolidated	NA	NA	1,587	4,406	NA
Protean eGov Technologies Ltd.	Standalone	6,166	8,982	7,598	7,168	5%
Sify technologies Ltd.	Consolidated	18,432	20,686	21,547	23,049	8%
UTI Infrastructure Technology and Services Ltd. (UTIITSL)	Standalone	2,303	3,379	2,920	3,233	12%

Note:

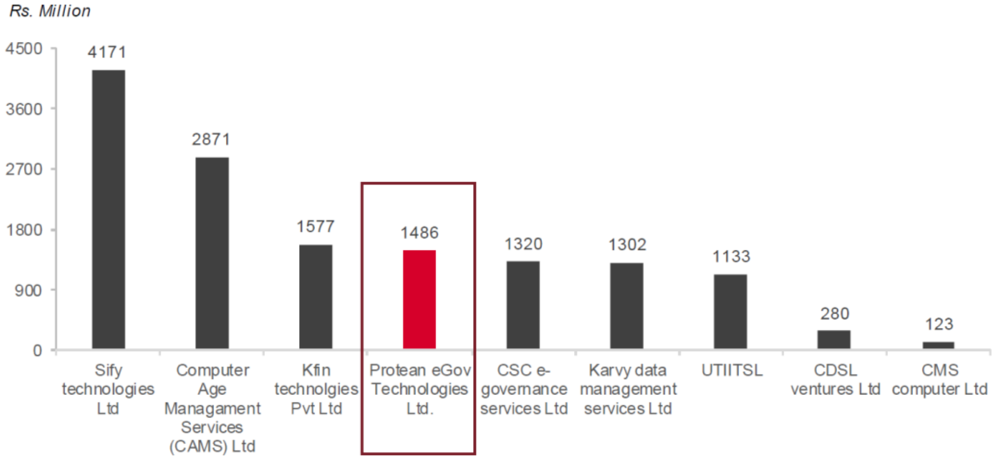
Apart from providing e-sign services, SIfy technologies is also involved in business of data centers and cloud management services, managed security services, network centric services, digital services other than e-sign (as of March 2020, 92% of revenues are from services)
NA: Not Applicable
Highlighted in red are top 3 companies wrt to operating income in Fiscal 2020 among the players listed above
Source: Company filings, CRISIL Research

Operating income for key players considered (Fiscal 2020)



Note: Apart from providing e-sign services, Sify technologies is also involved in business of data centers and cloud management services, managed security services, network centric services, digital services other than e-sign (as of March 2020, 92% of revenues are from services)
Source: Company filings, CRISIL Research

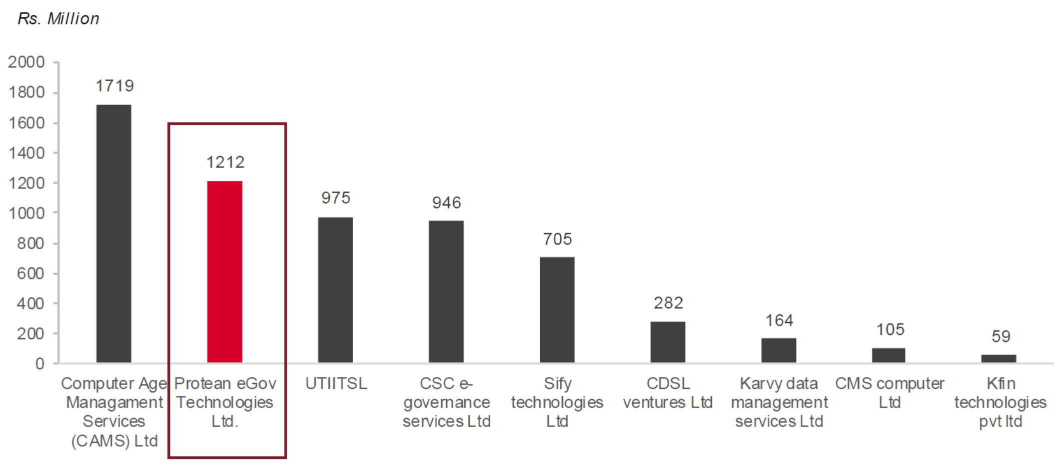
Operating profit for key players considered (Fiscal 2020)



Note: Apart from providing e-sign services, Sify technologies is also involved in business of data centers and cloud management services, managed security services, network centric services, digital services other than e-sign (as of March 2020, 92% of revenues are from services)

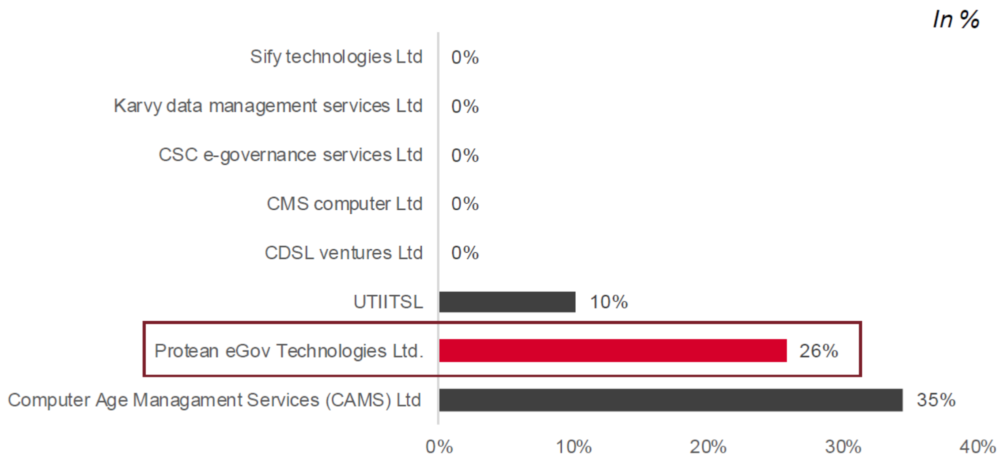
Source: Company filings, CRISIL Research

Profit After Tax (PAT) for key players considered (Fiscal 2020)



Source: Company filings, CRISIL Research

Payout ratio for key players considered (Fiscal 2020)



Source: Company filings, CRISIL Research

As of Fiscal 2020, Protean eGov Technologies Limited has recorded an operating income of ₹ 7,168 million. Among the peers compared above, Protean eGov Technologies Limited stands third in terms of operating income (only next to Sify technologies Limited and CSC e-governance services Limited) during the same period. In terms of Profit After Tax (“**PAT**”), Protean eGov Technologies Limited has recorded PAT of ₹ 1,212 million for Fiscal 2020. Among the peers compared above, for Fiscal 2020, Protean eGov Technologies Limited stands second in terms of PAT only next CAMS Limited, during the same period. As of Fiscal 2020, Protean eGov Technologies Limited has recorded an operating profit of ₹ 1,486 million. Among the key players considered above, Protean eGov Technologies Limited stands fourth only next to Sify technologies, CAMS Limited and Kfin technologies Limited. As of Fiscal 2020, Protean eGov Technologies Limited has recorded an EBITDA profit of ₹ 1,864 Million. Among the key players considered Protean eGov Technologies Limited stands fourth only next to Sify technologies, CAMS Limited and CSC e-governance services Limited. In terms of dividend per share, in Fiscal 2020, Protean eGov Technologies Limited (₹ 7.8 dividend/share) stood second after CAMS Limited (₹ 12.2 dividend/share).

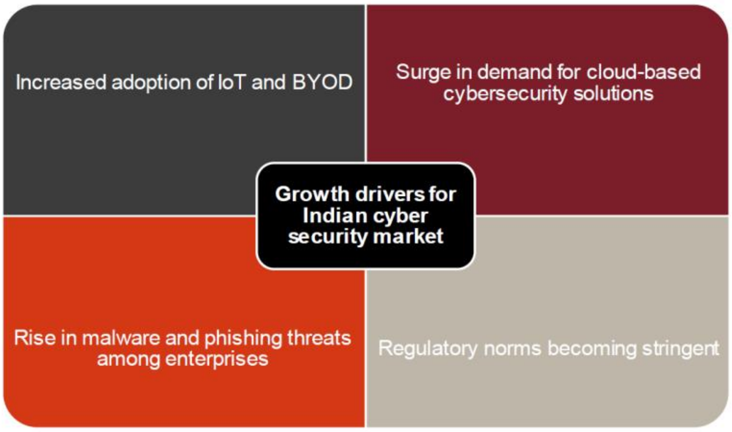
Introduction to the Agritech industry in India

Overview of potential for growth in India's Agritech industry

Costly and inaccessible labour give boost to automation in Agricultural operations

India has been pursuing agricultural self-sufficiency since its independence. While achieving food sufficiency in production, India still faces concerns regarding resource-intensive agriculture and low farmer productivity. Agriculture employs around half of the country's workforce and uses three-fourths of the country's fresh water resources; however, it contributes to only one-sixth of India's GDP. This indicates low worker productivity. Moreover, the employment generated through agriculture has been declining as the new generation has started looking for opportunities that offer better lifestyles and employment security. Below are the number of security incidents handled by CERT-In which show a significant jump in the number of cases in the year 2020. The types of incidents handled are website intrusion and malware propagation, malicious code, phishing, distributed denial of service attacks, website defacements, unauthorized network scanning/probing activities, ransomware attacks, data breaches and vulnerable services.

Growth drivers for cyber security market



Source: CRISIL Research

*Increased adoption of IoT, Bring Your Own Device ("**BYOD**")*

The emerging trend of increased adoption of IoT and BYOD by organisations has made devices and applications more vulnerable to Advanced Persistent Threats ("**APTs**"). In addition, the increase in usage of mobile devices by organisations makes it difficult for IT teams to manage and track the data flow in various systems. COVID-19 pandemic has caused changes in workplace-culture, data flow and infrastructure of the organizations. Therefore, they are adopting cyber security systems to protect crucial information by monitoring, classifying, and resolving all kinds of attacks. Thus, as organisations increasingly adopt IoT and BYOD, the need for deployment of cyber security solutions also rises, thus boosting the cyber security market.

Surge in demand for cloud-based cyber security solutions

Enterprises are using cloud computing more due to its powerful and flexible infrastructure. Many are shifting their preference to cloud solutions in order to simplify data storage, as it provides remote server access on the internet, which further allows access to unlimited computing power. Moreover, implementation of cloud-based model empowers them to manage all applications, as it provides exceptionally challenging analytics that runs in the background. In addition, cloud allows them to combine supplementary infrastructure technologies such as software-defined perimeters to create robust and highly secure platforms.

Enterprises face a rise in malware and phishing threats

As systems become more interconnected, the industry is also grappling with a spike in number of breaches and sophisticated cyberattacks, driven by different motives. Moreover, prolonged work from home arrangement has made the security systems even more vulnerable. The power and threat of malware, including viruses and Trojans, to infiltrate, manipulate, or damage entire electronic information networks have increased significantly of late. Cyber attackers often use malware to take control of devices or machines to conduct fraudulent transactions or malicious activities. Further, industries such as BFSI, healthcare, and the government sector are more vulnerable to such attacks due to the criticality of data generated by them. Therefore, increase in risk of malware and phishing threats is a key factor that notably contributes toward the growth of the cyber security market.

More stringent regulation

Owing to the increasing frequency and sophistication of cyber threats, regulators are beginning to play an active role in ensuring security of IT systems by tightening regulatory controls and increasing supervisory coverage across sectors. Regulatory institutions are taking cognisance of evolving risks and technological advancements, and integrating these into directives and guidelines. The RBI's controls for cloud, multi-factor authentication ("**MFA**") for secure card payments (card-not-present transactions) and the Securities and Exchange Board of India's ("**SEBI**") cyber resilience framework directives are some examples of such guidelines.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 15 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 21, 173 and 259, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2019, 2020 and 2021 and for the three months ended June 30, 2020 and June 30, 2021 included herein is derived from the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus, which have been derived from our audited consolidated financial statements and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. For further information, see "Restated Consolidated Financial Information" on page 173.

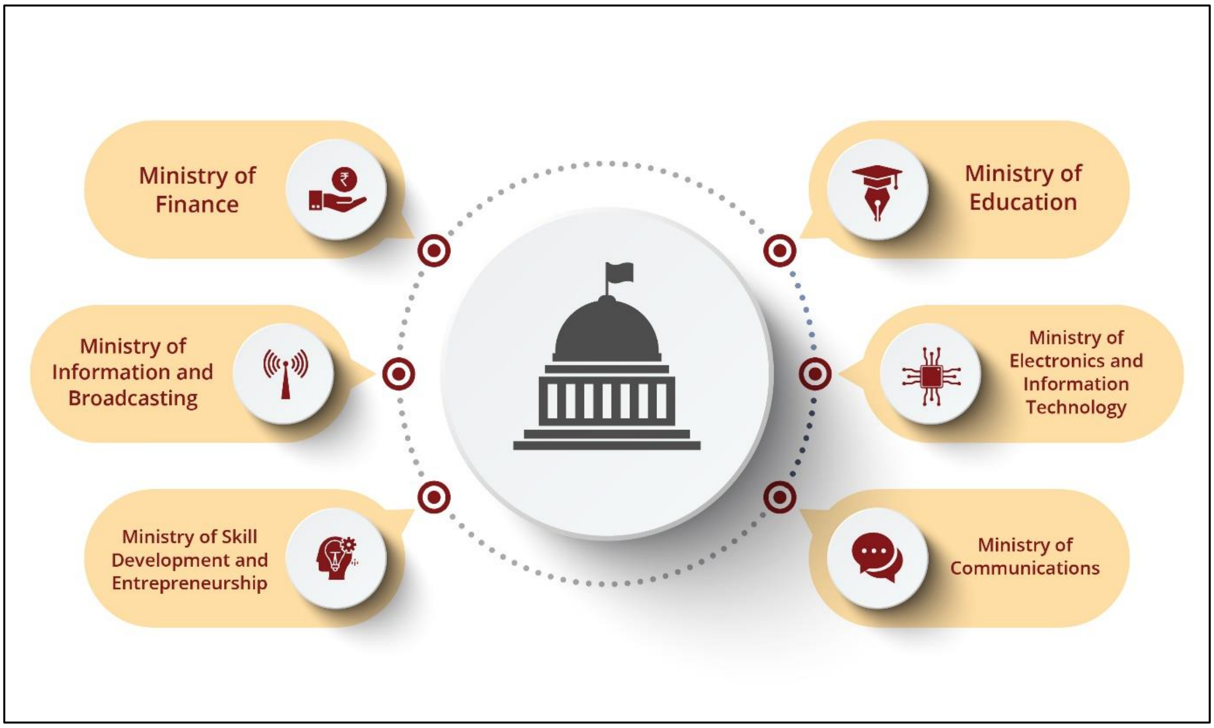
Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to Protean eGov Technologies Limited on a consolidated basis and references to "the Company" or "our Company" refers to Protean eGov Technologies Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of large-scale IT infrastructure demand in India" dated December 2021 (the "**CRISIL Report**"), prepared and issued by CRISIL, appointed by us on May 12, 2021 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report is available on the website of our Company at available at https://www.egov-nsdl.co.in/disclosures_notice.html. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. For more information, see "48. Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned by and paid for by us for such purpose." on page 41. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 12.*

OVERVIEW

We are one of the key IT-enabled solution companies in India (*Source: CRISIL Report*) engaged in conceptualizing, developing and executing nationally critical and population scale greenfield technology solutions. We collaborate with the government and have extensive experience in creating digital public infrastructure and developing innovative citizen-centric e-governance solutions. We were originally setup as a depository in 1995 and created a systemically important national infrastructure for capital market development in India. We have been the chief architect and implementer for some of the most critical and large-scale technology infrastructure projects in India (*Source: CRISIL Report*). We believe our solutions have led to identification of bottlenecks in government services, increased transparency and efficiency, redefined delivery of public services and led to a reduction in service delivery costs. We are among the leading Indian companies in the e-governance sector in terms of profitability, operating income, operating profit and operating profit margin in Fiscal 2020 (*Source: CRISIL Report*). We are a professionally managed company and are led by an experienced senior management team whose expertise and industry experience have helped us grow our operations and innovate our services.

Since inception, we have implemented and managed 18 projects spread across seven ministries and autonomous bodies ushering change in public delivery of services. Our primary engagement has been with following ministries:



We have been instrumental in establishing public digital infrastructure and creating e-governance interventions impacting multiple sectors of the Indian economy. Some of our key interventions include:

- Modernising the direct tax infrastructure in India through projects like Permanent Account Number ("**PAN**") issuance, the Tax Information Network ("**TIN**") including Online Tax Accounting Systems ("**OLTAS**").
- Strengthening the old age security system in the country by building the core IT infrastructure as a Central Recordkeeping Agency ("**CRA**") for the National Pension System ("**NPS**").
- Enabling the universal social security system for all Indians, particularly the workers in the unorganized sector by creating technology infrastructure as a CRA for the Atal Pension Yojana ("**APY**").
- Contributing to the India Stack, a set of application programming interface ("**API**") that allows governments, businesses, startups and developers to utilise a unique digital infrastructure to prepare solutions that are presence-less, paperless and enable cashless service delivery. We have also enabled the BFSI sector by providing Aadhaar-based identity authentication and e-Sign services, as a licensed certifying authority empaneled by the Controller of Certifying Authorities. We were appointed as a registrar for enrolling citizens for Aadhaar.
- Improving accessibility to education and skill financing through creation of efficient digital marketplaces enabling discovery of financial resources through platforms such as Vidya Lakshmi, Vidyasaarathi and Vidya Kaushal.

In our experience, these projects have resulted in reduction of turnaround time by digitizing processes, ensuring better compliance with government policies and enhancing transparency by providing real-time reports and dashboards to stakeholders. For further information on our key projects, see " – *Key Projects*" on page 129.

Project-wise major highlights and our market share are as below:

SERVICES	MAJOR HIGHLIGHTS	MARKET SHARE*
Service vertical : Public Finance Management System and Taxation		
PAN Issuance	Over 350 million PAN issued since commencement	46.8%
TIN	1.85 million deductors filed TDS returns electronically through TIN systems in Fiscal 2021	60%
Service vertical : Social Security (as of June 30, 2021)		
National Pension System	14.29 million Subscribers	97%
	AUM (₹ million) 59,59,176.41	
Atal Pension Yojana	28.86 million Subscribers	100%
	AUM (₹ million) 1,70,174.06	
Service Vertical: Aadhaar Stack & National ID (as of June 30, 2021)		
Aadhaar Authentication	2027.19 million transactions	7%
e-KYC	713.12 million transactions	4.2%**
e-Sign	100.25 million transactions	-

** Source: CRISIL Report*
*** Market share as an Authentication Service Agency*

We have over the years successfully adapted to technology advancements through continuous investments in new technologies and capabilities and by developing sophisticated technology architecture. We have domain knowledge for various industries that allows us to develop functionalities that address specific requirements of end-users, businesses and public entities. While executing large and complex projects, we leverage our comprehensive program management expertise. Our clients benefit from our delivery model, significant experience across various technologies, industry knowledge, project management expertise and proprietary software engineering tools developed in-house.

Our business model has resulted in positive cash flows over the years and our cash flows from our operating activities were ₹ 1,359.44 million, ₹ 535.10 million, ₹ 1,001.19 million in Fiscal 2019, 2020 and 2021, respectively. We have been profitable since Fiscal 1999 and have consistently declared and paid dividends since Fiscal 2001. The table below set out our key financial metrics for the periods indicated:

Particulars	**Fiscal**			**Three months ended June 30, 2020**	**Three months ended June 30, 2021**
	2019	**2020**	**2021**		
	(₹ million except percentages)				
Profit for the year/period	1,235.30	1,218.54	921.85	116.76	101.81
Revenue from operations	7,552.40	7,161.39	6,031.32	963.95	1,345.10
ROE	18.56%	16.17%	13.81%	1.53%	1.50%
ROCE	26.38%	20.64%	17.10%	1.79%	1.79%

We are a professionally managed company and are led by an experienced senior management team whose expertise and extensive industry experience has helped us grow our operations and innovate our services over the years. Our Shareholders include financial institutions such as IIFL, NSE Investments Limited, SUUTI, Citicorp Finance India Limited and certain public and private sector banks such as State Bank of India, Punjab National Bank, Union Bank of India, Bank of Baroda and Canara Bank, HDFC Bank Limited, Axis Bank Limited, Deutsche Bank A.G, The Hong Kong and Shanghai Banking Corporation Limited, Standard Chartered Bank, among others.

We aim to broaden and deepen the integration of sustainability-related aspects into our operations and have a defined Economic, Social and Governance ("**ESG**") framework that guides our business. We understand our responsibility towards the society at large and therefore, our business model focuses on the foundation of social capitalism. We are also cognizant of other important sustainability aspects and endeavour to continuously enhance our operations towards factors influencing ESG. A comprehensive impact diagnostic assessment has been undertaken by an independent agency and we intend to incorporate their audit findings into our strategic planning process. The assessment will help us identify opportunities to improve further towards global and national sustainability goals.

STRENGTHS

Pioneer and market leader in universal, citizen centric and population scale e-governance solutions

We are among India's top IT-enabled e-governance service providers in terms of profitability and operating income in Fiscal 2020 (*Source: CRISIL Report*). We continue to be a market leader in provision of e-governance services such as management of the TIN, PAN processing, NPS and Atal Pension Yojana (*Source: CRISIL Report*).

We have demonstrable experience in implementing and managing population scale critical solutions, and since inception and as of June 30, 2021, we have developed and implemented 18 projects across seven ministries across India. We are amongst the few private players in India in e-governance space working towards the achievement of Digital India initiative (*Source: CRISIL Report*).

Our leadership trend and statistics for the last three Fiscals and the three months ended June 30, 2020 and June 30, 2021 highlighting certain major projects are shown in the table below:

Particulars	As of and for the year ended March 31,			As of and for the three months ended June 30, 2020	As of and for the three months ended June 30, 2021
	2019	2020	2021		
PAN Cards sent to printer (million)	52.22	43.66	29.78	1.10	5.11
PANs Verified (million)	413.05	874.08	937.19	129.96	563.25
NPS – New Subscriber Base (million)	0.79	0.86	0.83	0.09	0.26
NPS – Cumulative Subscriber Base (million)	12.34	13.20	14.03	13.29	14.29
NPS – AUM (₹ million)	3,110,428.44	4,061,291.33	5,592,870.80	4,520,675.04	5,959,176.41
Atal Pension Yojana – New Subscriber Base (million)	5.34	6.19	6.91	0.41	0.81
Atal Pension Yojana – Cumulative Subscriber Base	14.95	21.14	28.05	21.55	28.86
Atal Pension Yojana – AUM (₹ million)	68,603.04	105,262.59	156,871.07	113,555.73	170,174.06
Aadhar Authentication (million)	256.71	317.70	179.31	24.56	35.82
e-KYC (million)	101.08	86.83	91.05	18.84	27.54
e-Sign (million)	47.75	45.70	35.60	5.38	15.25

Secure, scalable and advanced technology infrastructure

We have made investments in technology platforms that in our experience have strengthened our competitive advantage, increased our operating leverage, ensured scalability and improved functionality while driving innovation. These investments have also helped us to provide our clients and other stakeholders with bespoke services.

Our market-first innovations have been consistently implemented across various sectors and products such as TIN in taxation, pilot infrastructure for GST which laid out the foundation for the roll-out for a unified tax accounting system in India and Kochi Open Mobility Network pilot, for the state government of Kerala to provide gateway services.

We have developed scalable platforms by adopting a differentiated technology-centric approach focusing on increasing security and risk mitigation to help drive growth. Additionally, our platforms require limited capital expenditure to scale when we add new offerings or when volumes increase allowing us to offer seamless and efficient services to users. For example, under the TIN project, our secure and scalable infrastructure handled over 108,000 e-tax transactions per hour on days that we recorded the highest number of transactions in Fiscal 2019 that grew to 127,000 e-tax transactions per hour on days that we recorded the highest number of transactions in Fiscal 2021. We handled over 29.78 million and 5.11 million PAN applications per month in Fiscal 2021 and in the three months ended June 30, 2021, respectively.

To ensure scalability for our projects, we deploy techniques like multi-tasking, multi-threading, caching and use advanced automation tools, monitoring tools, backup methodologies and relational database management system. We have also adopted secure protocols that include multi-zone and three-tier architecture, 128-bit encryption, dual firewalls for core and perimeter and an intrusion prevention system. Logs for our firewalls and intrusion prevention system are reviewed in a timely manner with exceptions escalated immediately.

Our uptime percentage, which measures the amount of time that a service is available and operational, has exceeded 99.00% in the last three Fiscals and in the three months ended June 30, 2021. We conduct regular technology audits that are designed to identify weaknesses in our information technology infrastructure and to provide recommendations for how to improve it.

We have also implemented a business continuity management system to establish, manage, maintain and continually improve our business continuity capabilities. This ensures that our critical business functions are not impacted materially and continue functioning even during emergency events. Our TIN, PAN, NPS, Aadhaar authentication, e-KYC and GSP services are ISO/IEC 27001:2013 certified for their information management systems while CRA - Subscriber Services and Systems Infrastructure Workgroup has been appraised at Maturity Level – 5 of CMMI for services as per SCAMPI. In addition, our data centre at Bengaluru, Karnataka is Tier IV certified while the data centre at Pune, Maharashtra is Tier III certified. Our TIN and PAN processes comply with ISO standards for quality management (currently under renewal). We have a track-record of successfully implementing and managing large and critical applications and databases and developing solutions that offer operational efficiency and productivity through automation.

We conceptualize, design and develop our projects using open source and proprietary technologies featuring scale out architectures including performance and security monitoring systems based on Elasticsearch, Logstash, Kibana scripts, Ansible, service management tools, data loss prevention, endpoint security licenses some of which we have developed in-house.

Large physical infrastructure with pan-India network and scale resulting in inclusion

We have developed a pan-India service delivery network across India for various public and other services provided by us. Our service network has grown over the years and grew from 17,622 centres, as of March 31, 2019 to 32,978 centres, as of March 31, 2021 and we operated 36,176 centres, as of June 30, 2021. In the three months ended June 30, 2021, our PAN network was in over 9,300 PIN codes spread across over 1,400 districts in India which covered around 35.00% of total PIN codes-in the country. In addition, as of June 30, 2021, we covered over 26,000 nodal offices of the central government, over 244,000 nodal offices of state governments and had over 84,000 points of presence across India for the administration of the NPS.

As of June 30, 2021, we operated 6,139 TIN facilitation centres across 1,638 locations accepting various statements from tax payers including tax deducted at source, tax collected at source, annual information returns and statement of specified financial transactions through our network. We have expanded our TIN network from 5,652 TIN facilitation centres, as of March 31, 2019 to 5,935 TIN facilitation centres, as of March 31, 2021.

Our digital touch points include our e-Sign, e-KYC, Aadhaar Authentication, e-PAN services. In Fiscal 2021, we handled 1.97 million of e-Sign transactions which is highest in a single day and crossed 100 million e-Sign transactions cumulative. We also generated 100 million e-PANs in Fiscal 2021. Our mobile application for NPS has been downloaded over 5.00 million times, as of June 30, 2021. We believe that our technology infrastructure is designed to support the growth of our business and helps ensure reliability of our operations. In our experience, our omni-channel presence, in terms of physical presence and the quality of our technology infrastructure, allows us to offer significant value-add to our clients.

We believe that this large physical infrastructure assists in completing the digital journey of individuals who have limited or no access to technology infrastructure and helps us achieve certain of our sustainable development goals through greater inclusivity.

Diversified, granular and annuity based service offerings

Our diversified service offerings are spread across sectors such as tax administration, pension record keeping solutions, national identity and identity authentication solutions, education and skill financing solutions. Our offerings cater to multiple target groups and customer segments including businesses and retail consumers apart from the government, ensuring low concentration risk. For example, under business-to-business, we have implemented e-KYC and e-Sign as a service. While under business-to-consumer services we have PAN enrolment. Under business-to-government services we have services like TIN and NPS.

A significant portion of our revenue generated from our offerings are based on per-transaction basis leading to substantial granularity and consequent stability in revenues. In Fiscal 2021, we carried out over 179 million Aadhaar authentications and over 91 million e-KYC transactions. In NPS, the number of subscribers were 12.34 million, as of March 31, 2019 and grew to 13.20 million, as of March 31, 2020 and further to 14.03 million, as of March 31, 2021 and were 14.29 million, as of June 30, 2021. Under the APY, the number of subscribers as of March 31, 2019, 2020 and 2021 and as of June 30, 2021 were 14.95 million, 21.14 million, 28.05 million and 21.55 million, respectively.

Track record of healthy financial performance

We have established a track-record of strong and consistent financial performance. Our technology driven operations and low operational costs have resulted in comparatively higher operating margins. We have been able to scale our technology platforms with limited capital expenditure and working capital to offer additional service offerings. The multi-term population scale projects we undertake ensure visibility of revenues and we generated ₹ 7,552.40 million, ₹ 7,161.39 million, ₹ 6,031.32 million, ₹ 963.95 million and ₹ 1,345.10 million as revenue from operations in Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2020 and June 30, 2021, respectively. Our profit for the year/period was ₹ 1235.30 million, ₹1,218.54 million, ₹921.85 million, ₹ 116.76 million and ₹ 101.81 million in Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2020 and June 30, 2021, respectively. Our Adjusted EBITDA was ₹ 1,770.18 million, ₹ 1,477.50 million, ₹ 848.43 million, ₹ 74.46 million and ₹ 79.16 million in Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2020 and June 30, 2021, respectively, while our Adjusted EBITDA Margin was 23.44%, 20.63%, 14.07%, 7.72% and 5.88% in similar periods.

Our operations have been funded entirely by internal accruals since Fiscal 1998 and we are a debt-free company. Our business model has been profitable since Fiscal 1999 and have consistently declared and paid dividend since Fiscal 2001.

Metric	Fiscal 2019	Fiscal 2020	Fiscal 2021	Three months ended June 30, 2020	Three months ended June 30, 2021
	(₹ million), except percentages				
Profit for the year/period	1,235.30	1,218.54	921.85	116.76	101.81
Profit margin for the year/period(1)	16.36	17.02	15.28	12.11	7.57
Dividend Rate	65.00%	65.00%	350.00%	-	-
Revenue from operations	7,552.40	7,161.39	6,031.32	963.95	1,345.10
Cash flows from operating activities	1,359.44	535.10	1,001.19	(47.85)	29.77
ROE	18.56%	16.17%	13.81%	1.53%	1.50%
ROCE	26.38%	20.64%	17.10%	1.79%	1.79%

Note:

(1) Profit margin for the year / period is profit for the year / period divided by revenue from operations as a percentage.

Experienced senior management team backed by strong corporate governance standards and supported by marquee investors

Our experienced senior management team has been instrumental in the growth of our operations over the years with many of them being associated with our Company for over two decades. Their collective industry experience has enabled us to anticipate and capitalize on changing market trends, manage and grow our operations and leverage and deepen client relationships.

Our Managing Director and Chief Executive Officer, Suresh Sethi has over 30 years of experience and has worked in the financial inclusion space, leveraging fintech and digital led innovation. Suresh Sethi was formerly the managing director and chief executive officer of India Post Payments Bank, which is the single largest platform in India for providing interoperable banking services to customers of any bank. In his stints prior to India Post Payments Bank, he has worked with financial services companies such as Citigroup and YES Bank and Vodafone M- Pesa across India, Kenya, UK, Argentina and USA. He has held senior level positions at regional and global levels.

For his contributions to the financial services sector, Suresh Sethi has been recognized by The Asian Banker and is part of The Asian Banker's 'List of Leading Practitioners'. He was also recognized as the CEO of the Year (India Post Payments Bank) at the India Banking Summit and Awards, 2019.

Our Whole-time Director and Chief Operating Officer, Jayesh Sule, has been associated with the Company since inception in 1995. He is responsible for taking strategic decisions launching new businesses and oversees functional capabilities of our Company. During his career, Jayesh Sule has served as a member on several committees and groups, and represented the Indian delegation in the diplomatic conference to adopt a Convention on Substantive Rules for Intermediated Securities undertaken by International Institute for the Unification of Private Law or UNIDROIT.

Our Key Management Personnel have a track-record of executing large scale projects. We are guided by our Board, who evaluates the strategic direction of our Company, management policies and its effectiveness. The board ensures that long-term interests of all stakeholders are served. Members of our Board are associated with diverse organizations in India and collectively possess a mix of skills and attributes with significant experience in finance, accounting, legal, banking, technology and other related sectors.

We endeavour to maintain high standards of transparency, comply with applicable laws and regulations, conduct our business in an ethical manner and protect interests of all stakeholders. We continuously seek to adopt, implement and benchmark ourselves against global corporate governance standards. Our operations are structured in a manner that ensures operational efficiency with dedicated business heads for our key functions. To ensure high standards of corporate governance, we have four independent directors on our Board and have constituted a number of Board level committees. These include a Risk and Opportunities Management Committee that is responsible for formulating, implementing, monitoring and reviewing risk management plan to evaluate, monitor and mitigate operational risk in accordance with the Company's risk oversight and management policies. We also have a Corporate Social Responsibility Committee that is responsible for implementing our CSR objectives and a Nomination and Remuneration Committee that formulates criteria for determining qualifications, attributes and remuneration of the directors, key managerial personnel and other employees.

Our Shareholders include financial institutions such as IIFL, NSE Investments Limited, SUUTI, Citicorp Finance India Limited and certain public and private sector banks such as State Bank of India, Punjab National Bank, Union Bank of India, Bank of Baroda and Canara Bank, HDFC Bank Limited, Axis Bank Limited, Deutsche Bank A.G, the Hong Kong and Shanghai Banking Corporation Limited, Standard Chartered Bank, among others. We have and expect to continue to benefit from the strong capital sponsorship and professional expertise of our marquee shareholders. Our Shareholders have assisted us in implementing strong corporate governance standards, which we consider to be critical to the growth of our operations.

STRATEGIES

The outbreak of the pandemic has played a significant role in disrupting business models and the world has witnessed a rapid transformation on various fronts related to adoption of digitisation and consumer behaviour. This has in-turn triggered a chain reaction across businesses to mature their usage of digital technology and facilitated survival by carving a path to new and evolved digital centric sustainable models. Adoption of digital technology has accelerated in recent times regardless of size, sector and segment of business. Likewise, consumers have demonstrated an agility in adapting to digital mediums.

We believe there would be significant ramp-up in the adoption of digital technology as an interface for provision of citizen centric services. The Indian government has been focusing on widening the digital footprint in the country. There are several government initiatives, such as Passport Seva, DigiLocker, online public distribution system, UPI, and Aarogya Setu, which have earned universal accolades. (*Source: CRISIL Report*)

Equally monumental is the GoI's efforts towards creating a public digital infrastructure built on open source platforms and open standards. We believe this has led to creation of inter-operable and inclusive ecosystems for connecting and delivering a host of services across sectors. These services comprise a wide spectrum, ranging from financial inclusion, to universal healthcare, education, skilling and commerce. Examples include India Stack, built on the foundation of Aadhaar; Unified Payment Interface, bringing together banking and big technology; Open Credit Enablement Network ("**OCEN**") – democratising credit; the National Health Stack framework laying the rails for provision of universal healthcare through digitalization.

Being a technology service provider provides us with opportunities to expand and position ourselves as a thought leader and implementer of innovative technologies across Government and private sectors. We have also identified that there is a need to shift to a new service delivery paradigm that leverages shared technology infrastructure, derives insights from interoperable data systems to bolster user-centricity, and ensures adequate digital security. We believe that these innovative technologies and proposed service delivery model have the potential to unlock large-scale economic, societal, and governance value in diverse contexts and sectors such as agriculture, health, skill, e-commerce and mobility.

Diversify our offerings with a focus on new sectors

We have been involved at multiple nodes of the Aadhaar value chain starting from enrolments to digital transactions creating digital public infrastructure and providing enabling solution to the Aadhaar ecosystem. (*Source: CRISIL Report*) We intend to extend our experience in implementing large scale time critical and data intensive project like Aadhar to diverse sectors with the specific focus on health, education and agriculture.

We intend to leverage our capabilities as an ecosystem creator to conceptualize, design and implement large-scale e-governance projects. We intend to position ourselves as an enabler of digitalization to create sustainable public digital infrastructure across sectors and continue to invest in improving our existing technology systems or implement new, more advanced technology systems that may be developed. The sectors targeted are in the areas such as;

<u>Healthcare</u>. Healthcare is one of India's largest sectors, in terms of revenue and employment. The growth in the industry is supported by increased demand due to the COVID-19 pandemic and government initiatives like access-free drugs and diagnostics under the Ayushman Bharat programme, increased spending under healthcare, and increased penetration of insurance and increased awareness about regular health check-ups. With renewed impetus from PM Jan Arogya Yojana and government focus shifting to the healthcare sector, the healthcare delivery market is expected to clock ₹ 7.67 trillion in Fiscal 2025. (*Source: CRISIL Report*)

To provide a truly inclusive health ecosystem and access to healthcare, the Government of India has a vision to create a national digital health ecosystem under the National Digital Health Mission ("**NDHM**") initiative. This initiative supports universal health coverage in an efficient, accessible, inclusive, affordable, timely and safe manner leveraging on open, interoperable, standards based digital systems, and ensures the security, confidentiality and privacy of health-related personal information. (Source: *CRISIL Report*)

With our extensive service network, we intend to focus on various aspects of technology services in the health care sector such as clinic automation, practice management, tele-medicine, electronic health records and vaccine administration and management. Specific solutions in these areas are intended to be built using latest and open source technologies in accordance with the NDHM vision which will enable us to remain ahead of the curve and to be competitive.

We have developed a health-based platform in partnership with the Indian Academy of Pediatrics to expand our services across India. We intend to provide a holistic technology service across the entire stakeholder spectrum that covers the medical fraternity including general practitioners, specialists, small and medium hospitals and nursing homes, policy makers, pharmacies and insurance companies.

Education and Skilling. India's education system is one of the largest systems in the world. With a population of 490-500 million under the age of 20 years, India has a large pool of students to target the infusion of technology related services. The digital education market is estimated to be worth about ₹ 145 billion to ₹ 165 billion in Fiscal 2021. The major factors driving the growth of edtech in the future are increasing penetration of mobile and tablets, easy availability of internet users and the impact of COVID-19 on growing online teaching-learning models. (*Source: CRISIL Report*)

The National Digital Education Architecture ("**NDEAR**") has been conceived by Government of India as a unifying national digital infrastructure to energise and catalyse the education ecosystem. It is federated, unbundled, interoperable, inclusive, accessible, evolving which aims to create and deliver diverse, relevant, contextual, innovative solutions that benefit students, teachers, parents, communities, administrators and result in timely implementation of policy goals. (*Source: CRISIL Report*)

We consider ourselves well placed in the education and skilling domain and have used our expertise in developing an in-house solution on top of Sunbird which is an open source platform in line with NDEAR principles. We have leveraged the Sunbird platform developed by Ekstep foundation and accepted by the Government of India for its 'DIKSHA Program' in order to develop its all-encompassing digital learning solution for school education. The Sunbird platform is an open source, configurable, extendable, modular learning management infrastructure architected for scale that is designed to support multiple languages and multiple teaching and learning solutions.

Using Sunbird, we intend to develop and maintain platforms and solutions which address the diverse needs of various stakeholders for a variety of use cases. As a Sunbird contributor we collaborate with other contributors and partners to build and maintain Sunbird in a unified, well architected manner so as to build diversified and innovative solutions that are made available as digital public goods. We have identified digital learning and capacity building as one of the focus areas of investment and are exploring all prospects and possibilities in creating various solutions using Sunbird in various sectors.

Agriculture. The pandemic has imposed a difficult situation in front of farmers with challenges, such as shortage of farm labour, farming equipment and agri-inputs (seeds and crop protection products). This situation aided the agritech companies in the digital space to respond, and advance their penetration with thoughtful interventions. There has been an increasing trend to leverage various ecommerce platforms for last-mile delivery of essential agri-inputs to farmers. Additionally, farmers received crop-specific advisory, funding, and market linkages to buy their produce back from various agritech players. Such support in a crisis acted as a tool in winning the farmers' trust. (*Source: CRISIL Report*)

The Government has commenced the work for creating an agri-stack in the country. It is in the process of finalising the India Digital Ecosystem of Agriculture ("**IDEA**") which will lay down a framework for the agri-stack. The IDEA would help in laying down the architecture for the agri-stack in the country and that would serve as a foundation to build innovative agri-focused solutions leveraging emerging technologies to contribute effectively in creating a better ecosystem for agriculture in India. This ecosystem shall help the Government in effective planning towards increasing the income of farmers in particular and improving the efficiency of the agriculture sector as a whole. (*Source: CRISIL Report*)

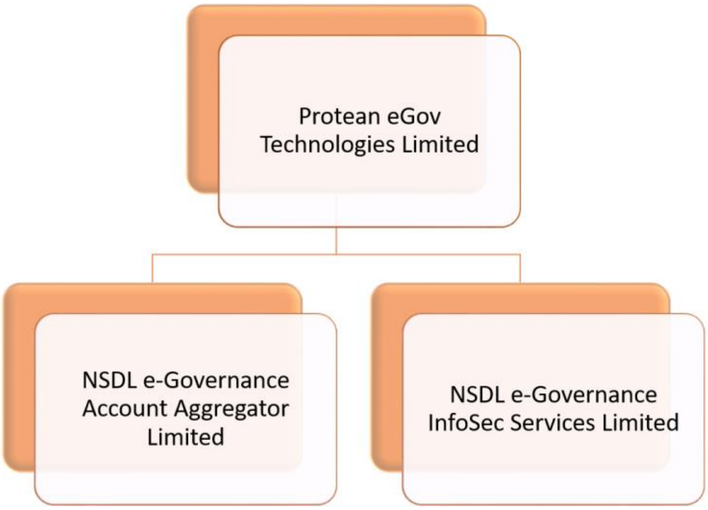
Our focus in the agri-tech space involves implementation of technology initiatives for supply chain management, quality assessment, traceability, precision agriculture, farm management and undertake farmer advisory and provision of financial services which are inter-linked and considered essential for the overall development and profitability of the agriculture sector (*Source: CRISIL Report*). We intend to leverage our existing competencies and investments in platforms like 'Sunbird' for capacity building in agriculture and use other open platforms and protocols such as OCEN and Beckn to create e-marketplaces and provide access to agriculture credits through a one-stop solution.

Building capability around data analytics, digital verification and due diligence

We have a track record of successfully implementing and managing large and critical applications and databases and developing solutions that offer operational efficiency and productivity. Leveraging on this experience, we intend to build core capabilities around data led businesses.

In the Indian market, IoT and big data are the strong drivers for data center investments. The Indian market is witnessing the adoption of a variety of IoT-enabled devices at a steady pace. The implementation of 5G network for mobile devices will aid growth of IoT and big data analytics (*Source: CRISIL Report*).

In view of the above opportunities, we have formed two new subsidiaries as represented below



These opportunities enable us to build on our strength of managing and monitoring large databases and build offerings around data led businesses such as;

Account Aggregator. Given the growing share of online transactions between 2014 and 2021 in the Indian financial services sector, the demand for analytical services is expected to increase. (*Source: CRISIL Report*) Therefore, another focus area for us is to provide account aggregator services to enable data collection for financial information users. To this end, we have incorporated our Subsidiary, NSDL e-Governance Account Aggregator Limited for the account aggregation business and have received in-principle approval from RBI on October 27, 2021.

Account Aggregator ("**AA**") has the potential to disrupt the digital lending industry by allowing more people and businesses to access formal credit. By eliminating paperwork, AA enables lenders to have faster access to consented data from individual customers and small businesses, allowing them to assess credit risks and process more loan applications without jeopardising due diligence and security. (*Source: CRISIL Report*)

It can also reduce the rate of dropouts by customers in the loan application process by reducing the need for physical paperwork and creating a more hassle-free customer experience. (*Source: CRISIL Report*)

We intend to leverage our relationships with financial information providers such as banks, NBFCs, insurance companies and asset management companies to offer account aggregator services that will help offer digitized financial services and promote greater financial inclusion. As per CRISIL report, AAs will drive the next wave of fintech innovation, similar to the role played by UPI transactions in the online transaction space. Utilising this opportunity, we intend to design products based on AA solutions which can be used/procured by Financial Information Users ("**FIUs**") whereby the data fetched through us by the FIU can be decrypted and organised in the prescribed format at FIU end. The access to this data will only be with the FIU.

We intend to use technologies like artificial intelligence, machine learning, and advanced analytics to build intelligent AA solutions that deliver inclusion and can potentially evolve to provide services such as wealth management and personal financial management that have, thus far, been availed of largely by the affluent strata. Leveraging on this consent-based ecosystem and our inherent data management skills, we also propose to build solutions around data led businesses.

Digital verification and due diligence. We have developed credible business intelligence solutions by consolidating our existing offerings like online PAN verification, e-KYC, GST verification and integrating with other such verification solutions and delivering products designed to identify frauds, make credit appraisal seamless and monitor financial transactions swiftly and securely. Our API's integrate with existing client systems to offer customizable solutions as per requirements.

A key focus area for us is to address the under-served lending market for micro, small and medium enterprises ("**MSMEs**"). MSMEs are among the significant contributors to the socio-economic development of the country as they are directly involved in the development of the rural and backward classes (*Source: CRISIL Report*). According to the RBI's MSME Committee Report in 2019, only about 11% of the 63 million MSMEs in India had access to capital from organised lenders (*Source: CRISIL Report*). With our expertise in addressing due diligence requirements through our business intelligence solutions we intend to provide due diligence services for credit providers through OCEN.

Cloud Services. According to NASSCOM, cloud computing market size was estimated to be approximately US$ 2.5 billion in 2018 and is expected to reach approximately US$ 7.1 billion – US$ 7.2 billion by 2022. In the Indian market, IoT and big data are the strong drivers for data center investments. The implementation of 5G network for mobile devices will aid growth of IoT and big data analytics. Further, digitalisation is driving the demand for cloud-based services in India. The adoption of advanced technological solutions that include IoT, big data and artificial intelligence increases the demand for cloud services across verticals. (*Source: CRISIL Report*)

We have been managing our own data centre, infrastructure and intend to manage our cloud services platform. We intend to leverage our experience to provide cloud as a service. With our proposed cloud services, we intend to compete with local cloud service providers by providing a virtual private cloud with assisted provisioning. We anticipate a large opportunity to expand our portfolio of cloud services to our existing corporate clients, particularly those in the BFSI segment.

Cyber Security. Accelerated adoption of digital consumption and more number of inter-connected systems has made organizations focus more on cyber security as a vital investment area. The market is mainly driven by e-commerce and other emerging online platforms. According to an analysis by the Data Security Council of India, the cyber security market in India is expected to grow from US$1.98 billion in 2019 to US$3.05 billion by 2022, at a CAGR of 15.6%. (*Source: CRISIL Report*) We intend to focus on the consulting and advisory service models in the cyber security industry. We intend to cater to government organizations and small and medium enterprises with services such as Gap assessment, development of effective cyber security strategies, design / strengthen security architecture, security assessment, audit and awareness training. We also intend to help establish robust governance, risk and compliance processes and necessary cyber security policy development. In addition we propose to provide focused consulting services for institutionalizing data privacy practice for organisations handling personal and sensitive personal information.

Expanding into newer geographies

Given our expertise in handling a range of IT/ ITES projects and our ability to provide diversified services and solutions, we intend to offer our services selectively in jurisdictions outside India. We will look to leverage our expertise of working and developing projects for the Indian government to similar projects in countries where we are currently evaluating projects. Considering this expertise, the Ministry of External Affairs, Government of India has shortlisted our Company under its "Development Partnership Frameworks" to promote India's capabilities globally.

The Ministry of Health and Family Welfare, Government of India has now decided to make the CoWIN platform available to different countries for managing vaccinations and has shortlisted our Company as an IT Services firm for customization, implementation and roll out of CoWIN for countries.

We may also consider selective acquisitions and investments that will complement our existing infrastructure and service offerings.

Adoption of disruptive technologies and investment in open source solutions, protocol and networks

We recognize that we are evolving towards collaborative ecosystems and are striving to be one of the main contributors in creating and building 'Open Digital Ecosystems' across sectors which would be transparent, secure and enable a community of actors to unlock innovative, disruptive and transformative solutions for society, based on a robust governance framework. We believe that having such ecosystems would enable different parts of the government system (across centre, states, ministries and departments) and private entities to collaborate for service delivery and allow various players to build new services and solutions which will coexist in this ecosystem. We expect that the full potential of technology and community will be realized by using open APIs, open standards, open data and modular architecture, thus facilitating inter-operability and unlocking shared value.

With this vision and a clearly identified business potential, we have already invested in developing Centres of Excellence for open source technologies such as Sunbird, Beckn and OCEN. and would continue to focus and invest further so as to build and allow products and services which would be built for digital public good. We envision to be the main contributors and enablers in building sustainable and innovative technology solutions ensuring inclusivity, ease of access and fair pricing structure.

Digital marketplaces continue to operate in silos and prevent users the ability to operate over a single platform. To allow digital technologies to effectively serve users, it is vital that such digital ecosystems are created in a manner that integrate across networks and platforms. Accordingly, there is a growing requirement to create inclusive open digital networks allowing users to participate without access barriers. (*Source: CRISIL Report*)

The BeckN protocol is focused towards providing an open, inter-operable alternative to the closed, self-contained platforms that dominate the market space today. BeckN has published an open protocol specification which can help fostering better integration and improved usability by connecting various applications together in a collaborative and coherent digital ecosystem. Once implemented widely, it will allow businesses to be discoverable by consumers through commonly used applications (*Source: CRISIL Report*).

Given the large volume of data that we handle, we have an end-to-end encryption and going forward intend to host our applications on an open platform. Our use of open architecture platform will ensure that our platform is agile and can be upgraded from time-to-time with minimal expenditure. It will also ensure inter-operability with systems and networks of our customers resulting in faster integration.

We have successfully participated in launching a pilot programme, the Kochi Open Mobility Network for the state government of Kerala to provide gateway services. We intend to approach other state governments to develop similar programmes and believe this will be potential source of revenue generation for us going forward. Further, our Managing Director and Chief Executive Officer, Suresh Sethi is a part of the advisory council which has been constituted by Government of India to advise the Government on measures needed to design and accelerate adoption of Open Network for Digital Commerce.

We are one of the contributors to the Sunbird open platform developed by Ekstep foundation which is accepted by the GoI for the 'Diksha Program'. Using the Sunbird platform we have already made investments and are exploring all prospects and possibilities in creating various solutions using it in sectors such as education, skill, agriculture, health etc. In this endeavor of creating such ecosystems of digital good in India and globally.

In the skill space, we are also envisioning National Open Digital Ecosystem for Skill ("NODES") to be a digital infrastructure with governing protocols for the education and skills community to enable frictionless exchange for skill development, deployment and associated supply-chain and enabling services. It would be configured on a three-layered framework - Trust, Payments and Discovery. The first two layers - trust and payments constitute the foundational 'Digital Commons' for skilling. The third layer, discovery, built on the Digital Commons would facilitate commerce and enable innovation and entrepreneurship in the skill ecosystem. NODES is being designed as a decentralized data empowerment system with data portability between applications with robust data privacy features. It will be built on a set of configurable, extendable, modular open-source digital building blocks.

Through NODES, we are working towards creating the aforesaid ecosystem in order to close the skills gap and helping the Indian workforce upskill for jobs of the present and future. We hope to continue to use the power of our products and platforms to build a more affordable and just future, and create economic opportunity for all stakeholders involved.

BUSINESS OPERATIONS

Key Projects

Tax Modernization

The GoI constituted a high powered commitee comprising of ten prominent members from public and private institutions under the chairmanship of Dr. Vijay L. Kelkar , Advisor to the Minister of Finance and Company Affairs in September 2002 for modernatisation of the direct tax infrastructure. The Kelkar Committee report submitted by the taskforce in December 2002 was the cornerstone for tax modernatisation reforms in India.

The report mentioned that the availability of IT expertise and the presence of world class (common carrier) network systems developed by our Company could be relatively quickly deployed to make a systemic improvement in processes to reduce transaction costs. The committee believed that establishment of a tax information network could facilitate transactions, akin to securities markets, and establish secure and seamless logistics of tax collection through integration of primary information, record keeping, retrieval and enforcement.

Tax Information Network

The GoI entrusted our Company to incubate and implement the TIN in 2004, resulting in the creation of a consolidated electronic tax ledger for each taxpayer providing complete details of taxes paid and a 360 degree view of tax collected and deducted at source. We believe it has helped in modernization of the direct tax collection system, processing, monitoring and accounting of direct taxes and has made tax administration more effective, facilitated reconciliation, filing of TDS returns convenient, reduced compliance cost, improved turnaround time and increased transparency.

In order to provide universal access to all tax deductors, we established a pan India network of facilitation centres to facilitate the electronic filing of returns and provide assisted services to tax deductors. This network now comprises of 6,139 TIN facilitation centres, operational across 1,638locations, as of June 30, 2021.

In Fiscal 2021, 1.85 million deductors filed TDS returns electronically through TIN systems.

As a part of TIN, we have setup the OLTAS. OLTAS is an online system for collecting, accounting and reporting of the receipts and payments of direct taxes from all kinds of taxpayers through a network of bank branches. The taxpayers' data flows from banks directly to TIN to reduce paperwork for tax credit and the validation system. The system is well placed to reduce taxpayer grievances and has been among the key e-governance initiatives undertaken by the Income Tax Department (*Source: CRISIL Report*).

For empowering quality decision making, a separate OLTAS dashboard facility has been introduced through TIN for Ministry of Finance including the Finance Minister, senior functionaries of Central Board of Direct Taxes, Chief Commissioners and Commissioners of Income Tax Department across India, for monitoring direct tax collections on a daily basis. Along with the details of direct tax collection, the OLTAS dashboard also covers the details of paid refunds for both income tax and TDS. (*Source: CRISIL Report*)

As of June 30, 2021, OLTAS has been implemented across 20 tax collecting banks in India, covering 19,783 branches. In Fiscal 2021, we processed over 125,000 e-tax transactions per hour at peak volume.

Various sub-processes such as processing of TAN (tax deduction / collection account number) applications, acceptance of annual information returns/statement of financial transactions and Form 24G statement were implemented as a part of TIN to ensure achievement of the goals envisaged for modernizing the direct tax administration. (*Source: CRISIL Report*)

PAN Services

The Income Tax Department, Government of India authorised our Company to set up and manage PAN service centres for application processing, collection, verification of proof of identity and proof of address, PAN card printing and logistics management. To offer these services, we have established PAN service centres and TIN facilitation centres at various locations across India. We also offer the option of submitting application through our service centres or online through our website. In addition to allotment of new PAN, we also take care of reprint of PAN or/and changes or corrections in PAN data.

Our nationwide network of TIN facilitation centres and PAN processing centres spread across India stood at over 36,000, as of June 30, 2021. Cumulative number of PAN application processed exceeded 363.49 million including over 2.60 million e-PAN cards, as of June 30, 2021.

On an average in Fiscal 2021 and in the three months ended June 30, 2021, we managed 125,000 and 83,535 applications per day respectively and over three million applications per month in Fiscal 2021 and currently hold a leading market share of 46.8% in this segment (*Source: CRISIL Report*).

Online PAN Verification

The online PAN verification service was authorized by the Income Tax Department, Government of India to launch a verification service for PANs by authorized entities. Entities who avail this facility are 'investment advisors' approved by SEBI, housing finance companies, insurance companies, banks, financial institutions, educational institutions established by regulatory bodies, government agencies, stock exchanges, commodity exchanges and clearing corporations (*Source: CRISIL Report*).

The online PAN verification facility has assisted in the development of strong due diligence and compliance mechanism needed for fulfilling regulatory as well as business requirements across the BFSI sector (*Source: CRISIL Report*).

As of June 30, 2021, PANs verified through our online PAN verification system were over 3.50 billion. We achieved a peak volume of over 5.50 million transactions request in a single day in the year 2021.

Impact Created

Assistance in policy making

- The OLTAS dashboard monitors direct tax collections and refunds on a daily basis and does away with the paper trail for tax credit and the paper validation system. (*Source: CRISIL Report*).
- We believe this has also led to increased transparency by financial transactions and thereby enabling development of improved credit ecosystems and policies.

Increased tax collection

- The digitalization, rationalization of processes as a part of TIN resulted in an increase in tax collection of around 28% year-on-year without any increase in tax percentage and also resulted in a substantial increase in tax compliance in the three years subsequent to implementation of TIN in the year 2004 (*Source: CRISIL Report*).

Elimination of Paper

- Prior to the modernatisaion of direct tax systems, the Central Board of Direct Taxes was inundated with truckloads of documents. Tax deducted at source (TDS) had to be paid through a select list of bank branches and the payers had to file TDS returns by giving details of tax deductions, deduction certificates issued and payment details. All these transactions resulted in large amount of paper documentation and made reconciliation extremely difficult (*Source: CRISIL Report*).
- Streamlined tax related activities by introducing paperless and digital processes.
- The PAN verification process serves as one of the primary checkpoints across the BFSI sector in opening and operating accounts (corporate and retail), identification and tracking of high value transactions and is a systemically significant identifier recognised by various regulators, such as RBI and SEBI.

Transparency in governance

- Resulted in creation of a consolidated electronic tax ledger providing a holistic view of tax collected / deducted at source, refunds and high value expenditures.
- Enabled tracking of individuals and entity related financial transactions.
- Allowed tax authorities to combat the unlawful circulation of 'black' money and maintain track of the taxable base in order to manage budgets more efficiently. (*Source: CRISIL Report*)

Opportunities

Tax payer base increase

- India's young demography is expected to expand the taxpayer base. Over 60% of India's population is in the working age bracket of 15 years and 59 years, this is expected to further grow in the next decade. Individuals form approximately 95% of taxpayer base, which is expected to expand at a CAGR of 9% -10% to reach 150 million – 160 million by Fiscal 2025 (*Source: CRISIL Report*).
- India's per capita GDP expected to grow faster than global average. Higher income potential among individuals is expected to expand the individual taxpayer base, which drives growth in allotment of PAN cards (*Source: CRISIL Report*).

PAN issuance

- Current PAN data is about 558 million till May 2021 and 50 million – 60 million PAN cards are expected to be allotted annually till Fiscal 2025. (*Source: CRISIL Report*)
- Government schemes such as Pradhan Mantri Jan Dhan Yojana and Pradhan Mantri Mudra Yojana which requires PAN card as one of the proof of identity, would drive demand for new PAN card applications. (*Source: CRISIL Report*)
- Inclusion, lowering of limits of financial transaction which mandate quoting of PAN would further boost PAN card application and online verification of PAN. (*Source: CRISIL Report*)

Online PAN Verification

- Verification of PAN allotted by the Income Tax Department for availing financial services, government services would also increase in the coming years as new entities have been approved under various category (*Source: CRISIL Report*).

We believe this provides multiple revenue opportunities across all our businesses in the space of tax administration and governance such as PAN issuance, online pan verification and TDS filing.

Central Recordkeeping Agency - National Pension System

Pension reforms in India were set out by the 'OASIS' Committee and culminated into the implementation of National Pension System by the Pension Fund Regulatory and Development Authority ("**PFRDA**") under directions of Government of India. To strengthen the old age security infrastructure in the country and to make India a pensioned society, unbundled architecture was established by PFRDA in 2007. (*Source: CRISIL Report*) We were appointed as a CRA after a selection process from among various institutions in the country. We believe we were selected based on our demonstrated experience in conceptualizing, implementing and managing similar large infrastructures across various projects.

Our responsibilities as a CRA commenced from December 1, 2007 and include establishing the IT infrastructure, handling administration and customer service functions for all subscribers of the NPS. We provide a unique and portable 'Permanent Retirement Account Number', maintain centralized records of subscriber details and provide reports and dashboards to various stakeholders for effective decision-making. Currently, we are the provider of NPS services to the Central and State Governments including their autonomous bodies and public sector banks. We have been recently awarded a perpetual license for operating as a CRA for the NPS.

NPS has provided an affordable and transparent pension system to the subscribers. The scope of NPS has widened and now it caters to the 'Three Pillars of Pension'. NPS offers its subscribers two kinds of accounts – Tier I and Tier II accounts. While a Tier I account, also known as a pension account, is the mandatory account, which has to be opened upon enrolment in NPS. A Tier II account is a voluntary savings account, which offers more flexibility in terms of deposits and withdrawals. With multiple features, returns, a service oriented and low-cost structure, NPS has become the preferred investment vehicle for a secured future. We believe that the uniqueness of NPS lies in the fact that the subscribers are given awareness regarding their investment options, allowing for informed decision making regarding investment of funds and also providing detailed information on the funds invested.

Over time, NPS processes have evolved from traditional and paper based processing to digital mode of processing. We believe this has empowered subscribers into performing various NPS related activities such as registration, contribution and managing investments on their own. Today, the entire NPS workflow from enrolment to exit from NPS can be done online, thereby reducing the dependency on any intermediary to a large extent.

NPS being available to all sections of the society today, every individual has the option of opening a retirement account. With the numerous features and benefits available to the subscribers, we believe NPS will be an attractive long term saving avenue along with tax efficiency to effectively plan retirement through safe and regulated market-based returns and we foresee that NPS will continue to grow and make India a pensioned society.

As part of our constant endeavour towards providing better and efficient services to stakeholders under the NPS, we have extended our role as a record-keeper. We have undertaken several initiatives including:

- Implementing subscriber awareness programs across India to increase awareness about NPS;
- Launched a YouTube channel "NSDL-NPS ki Pathshala", a virtual NPS school that provides information on product as well as processes;
- Educating people on NPS through social media platforms (*Source: CRISIL Report*); and
- Started a podcast channel – 'NPS ki Pathshala', an audio extension of the YouTube channel

Atal Pension Yojana ("APY")

To address the longevity risks of workers in the unorganised sector and to encourage them to voluntarily save for their retirement, the Indian government announced a new scheme called Atal Pension Yojana (APY) in the Union Budget 2015 – 2016. APY is administered by the PFRDA through the NPS architecture. We are the only CRA managing the infrastructure of the APY in India. (*Source: CRISIL Report*)

As of June 30, 2021, more than 400 banks and their over 169,000 branches are connected with our system to provide APY services.

These banks, termed as 'Service Providers' are the subscriber interface points. We also provide lead generation and e-APY services. The 'Gift an NPS/APY' account or pension concept is being popularised by us on social media platforms and we believe this will help increase the coverage of APY among the targeted sector.

In the past five fiscals, NPS subscriber base has grown at a CAGR of 8%. However, given the country's vast population both the pension schemes stand grossly underpenetrated. (*Source: CRISIL Report*)

As of June 30, 2021, CRA had more than 43 million NPS accounts and we are the leading agency managing NPS with over 97% market share in terms of NPS Subscribers and 99% in terms of pension wealth i.e., more than 6 trillion AUM. As per the PFRDA, the AUM of the NPS is likely to rise 30% to ₹ 7.5 trillion by Fiscal 2022. (Source: CRISIL Report).

<u>Impact Created</u>

Strengthening old age security

- Enabled development of a sustainable and efficient voluntary defined contribution pension system in India *(Source: CRISIL Report).*
- Development of a sustainable and efficient voluntary defined contribution pension system in India *(Source: CRISIL Report).*

Facilitating financial inclusion

- Reduced fiscal stress on government due to adoption of defined contribution model *(Source: CRISIL Report).*

Assistance in policy making for social security infrastructure

- Better budgetary planning on pension expenses to be incurred by the government.
- Greater visibility with online information for monitoring.

Development of economy

- Mobilisation of funds into capital markets and insurance sector.
- Development of annuity markets *(Source: CRISIL Report).*

<u>Opportunities</u>

- Buoyant as India's demographic profile appears today, the median age of its population is expected to increase to 38 by 2050 from 28 as of 2020. The population of the elderly – or those aged 60 and above – is expected to increase by approximately 180 million by 2050, at a CAGR of 2.8%. In the next three decades, share of elderly will double. Increasing elderly population, calls for better retirement planning thereby making NPS a suitable avenue for pension support. (*Source: CRISIL Report*)

- We believe that the recent increase in entry age in NPS may attract more subscribers who may shift their SAF corpus to NPS as exit options under NPS are more flexible. Further, we believe that the increase in exit age till 75 years will result in increase in the enterprise value of each account as the association of each Subscriber with us will be for a longer period.
- The APY has found traction right from the beginning. As the unorganized sector has a huge workforce, the number of APY subscribers is now double that of the NPS. However, given the country's huge population (the second largest after China) both the pension schemes stand grossly underpenetrated. (*Source: CRISIL Report*).
- With the increase in private sector jobs and a steady rise in inflation and average lifespan, demand of pension plans has risen over the past few years. (*Source: CRISIL Report*)
- Considering the lack of social security net for most of the employed and the looming risk of under-funded retirement, the Government has tweaked the product several times to make it more attractive. (*Source: CRISIL Report*)
- With increasing awareness of retirement products among the youth, we believe that NPS poses potential to penetrate further from current levels. Widespread promotional activities are being carried out by PFRDA and NPS Trust for spreading awareness to increase NPS penetration with the intention to make social security coverage in India in line with developed countries. One such major activity was 'NPS Diwas' that was observed on October 1, 2021. The aim is to cover all eligible citizens under a pension scheme to fulfil the vision of a pensioned society for India. We believe that such promotional activities could also lead to joining of more subscribers under NPS and APY.
- Recent introduction of systematic investment plans and same day NAV in NPS and liquidity of Tier II makes it competitive.
- In our experience, being the CRA for both NPS and APY, subscribers would prefer to open NPS and APY accounts with us.

National Identification

<u>Aadhaar</u>

The implementation of the Aadhaar has led to a revolution in authentication and consequently in monitoring and security, credit ecosystems, payment systems and direct benefit transfers. We were appointed as a registrar by the Unique Identification Authority of India to facilitate registration of residents for Aadhaar (*Source: CRISIL Report*). To make the process of enrolment seamless and provide universal access we engage enrollment agencies and have created a pan India network of 10,000 enrolment centers. As a registrar we carried out more than 90 million Aadhaar enrolments, as of June 30, 2021.

<u>Aadhaar Authentication / e-KYC Services</u>

e-KYC process often referred to a paperless KYC, is the process through which verification of customer credentials are done electronically. In India, e-KYC norms are laid down by Reserve Bank of India. e-KYC services are majorly used in situations where service providers need to verify the authenticity of details provided by the customer. In addition, to support digital payments and increase the financial inclusion in rural part of nation, Government of India has introduced Aadhaar enabled payment system through which one can use Aadhaar linked bank account to process the transaction. (*Source: CRISIL Report*)

As a part of the Aadhaar enablement ecosystem, we function as an authentication agency and provide comprehensive e-KYC services based on Aadhaar. In Fiscal 2021, Aadhaar authentication transactions carried out by us were 179.31. million and for the three months ending June 30, 2021, the transactions were 35.82 million While, e-KYC transactions in Fiscal 2021 stood at 91.05 million and 27.54 million for the three months ending June 30, 2021. Multiple clients including government institutions and departments, banks and NBFCs, payment companies and insurance companies have used our services to fulfil their e-KYC and authentication processes.

<u>e-Sign Services</u>

Enablement of electronic signatures is critical for end to end digitisation of documentation processes across various sectors facilitating paperless operation. Electronic signature ("**e-Sign**") is a service through which electronic signing of documents can be done in an easy, efficient and secure manner *(Source: CRISIL Report)*. We have been empaneled by the Controller of Certifying Authorities of India as a licensed 'Certifying Authority' and e-Sign Service provider.

As of June 30, 2021, we generated over 100 million e-Signs.

<u>Impact Created</u>

Financial Inclusion

- Enabled financial inclusion in the country and Aadhaar based services including e-KYC, e-Sign and others have assisted in India's shift from being a cash-dominated economy to a digital one.
- With issuance of Aadhaar and Jan Dhan, Aadhaar and mobile, the government improved its focus to provide easy access of banking facilities and enhance ability to digitize transactions. This expanded use of digital payments by the government for welfare and served as the launchpad of the reform of Direct Benefit Transfer. (*Source: CRISIL Report*)

Transparency in Governance

- Ensured accurate targeting of the beneficiaries by reducing frauds.
- Enabled portability and eliminated diversion of Public Distribution System benefits, reduced manual intervention, faster delivery of LPG cylinders, and facilitated access to digital services of the government. (*Source: CRISIL Report*)

Digital financial transactions

- Seamless authentication and e-KYC services have led to a growth in the credit economy through simple and easy authentication processes based on Aadhaar. (*Source: CRISIL Report*)
- e-KYC being an electronic based authentication system, reduces the necessity of managing documents as in paper based authentication system, leading to a reduction in carbon footprint.
- Financial institutions are currently using e-KYC and e-Sign in order to process various services such as account opening, credit disbursal and on-boarding new employees. (*Source: CRISIL Report*) In our experience, this service enhances the ease of doing business as it improves the customer and vendor on-boarding process and perform online transactions with ease and also reduces cost involved and fastens the turnaround time for processing of services.
- The implementation of the Aadhaar has led to a revolution in authentication and consequently in monitoring and security, credit ecosystems, payment systems, and direct benefit transfers. (*Source: CRISIL Report*).

Opportunities

- With bank accounts, driving license and mobile phone linked, an Aadhaar card is the most important identification card in the country and the usage of the same is expected to increase in the coming years. Since inception of the digital India initiative where Aadhaar is the cornerstone the government has been consistently scaling the initiative, increasing the outlay by 23% year-on-year to ₹ 39.58 billion for fiscal 2021. The constant push for this initiative from the government is expected to continue thus the usage of Aadhaar related services is expected to grow in the future. (*Source: CRISIL Report*)
- Direct benefit schemes have leveraged the Aadhaar stack to enable direct credit of subsidy into beneficiary accounts eliminating leakages. (*Source: CRISIL Report*)

Education and Skill Financing Solutions

In our quest to promote sustainable development through various innovative technology solutions one of our areas of focus has been to bring about inclusivity in education. In most of the developing countries only a small percentage of the education funding is attributed to external funding mechanisms but access to these initiatives are limited. Therefore, even though basic educational qualifications hold a lot of importance while determining career prospects –fulfilling the aspiration of specializations and upskilling comes with a huge financial burden. Courses from top colleges and universities need more than just talent. Education funding solutions are therefore important and aim to provide a common platform to bridge the existing gap between students, academic institutions, and education fund providers. (*Source: CRISIL Report*) Understanding this inherent need for inclusivity and the important role of funding in education in promoting this inclusivity, we have developed multiple funding avenues including digital marketplaces across education and skilling.

Under the ambit of the Pradhan Mantri Vidya Lakshmi Karyakram, we launched an education loan aggregation portal called Vidya Lakshmi that helps students apply for education loans to multiple banks using a common application form. This portal has been developed under the guidance of Department of Financial Services, Ministry of Finance, Department of Higher Education, Ministry of Education and the Indian Banks Association. Various banks have been integrated with the portal. The platform provides a common education loan application form for students and also facilitates access to banks to process applications made by students for education loans. Through Vidya Lakshmi, students can also track their application status and also communicate online with banks. The system also allows monitoring and analysis of the portal by various stakeholders including Central Government.

Since the launch of the portal on August 15, 2015, the facility of online submission of education loan applications is available in respect of 39 banks which have registered 74 educational loan schemes on the Vidya Lakshmi portal and more than 2 million students have registered on the portal, as of June 30, 2021.

Another offering in the education sector is Vidyasaarathi, a technology-enabled initiative by our Company that helps manage the entire online scholarship management, from submission and review of application, award of scholarship to the disbursement of funds. Student community can search and apply for various education finance schemes they're qualified for. Vidyasaarathi can be used by fund providers, industries, and corporate entities to promote education by designing and managing education finance schemes to disburse their CSR fund in higher education.

More than 1 million students are registered on Vidyasaarathi portal and 33 corporates have disbursed scholarships as of June 30, 2021.

In the skilling sector, Vidya Kaushal platform developed by our Company for the National Skill Development Corporation enables any student to apply for financial assistance / loan to pursue Skill development training courses. This unique skill platform aims to provide truly seamless access to skill loan funding aligned with the national vision of developing a skilled India, which, we believe will help in creating greater employment opportunities and employable skills. We believe that our offerings have not just led to efficiency in operations through creation of various service platforms but have also resulted in greater financial inclusion in education and skilling.

As per UN population estimates, India has the world's largest population of 490 million in the age bracket of 5 -24 years in 2020, which provides a great opportunity for the education and skill sectors for expansion of education related products and services. *(Source: CRISIL Report)*

Other Projects

<u>National Judicial Reference System ("NJRS")</u>

The NJRS was developed by our Company for the Income Tax Department. It is a platform for decision support and timely actions in direct tax cases. NJRS acts as a tool to achieve efficiency in the tax litigation process of Income Tax Department and is a repository of tax judgments. It is a single accumulated reference of all final judgments and orders of the Income Tax Appellate Tribunal from the year 2012 and High Courts and the Supreme Court of India from the year 2009 and all legacy judgments.

NJRS provided a mechanism to manage appeals and judgments through:

- Appeals Repository and Management System ("**ARMS**"): ARMS is an online repository for all pending appeals at Income Tax Appellate Tribunal, High Courts and the Supreme Court.
- Judicial Research and Reference System ("**JRRS**"): JRRS is a repository of judicial orders as a single, indexed, searchable, cross-linked, database of judgments and orders of Income Tax Appellate Tribunal, Authority of Advance Ruling, High Courts and the Supreme Court.

As of June 30, 2021, the repository of NJRS has data of about 828,646 appeals and 283,000 judgments of Income Tax Appellate Tribunal, High Courts and the Supreme Court.

<u>Workflow Approval Management System for Central Board of Film Certification ("CBFC")</u>

We have been engaged by the CBFC, Ministry of Information and Broadcasting, Government of India as the 'Implementation Agency' for the design, development and maintenance of workflow approval management system, online film certification application processing system and the CBFC website. This system enables applicants to submit film certification requests online along with necessary supporting documents, make payment of processing fees online, upload the film to be certified and view the status of their certification requests online. It also provides a workflow management system for departmental officials enabling them to carry out scrutiny of applications, scheduling of film screening, screening of the film, and issuance of film certificate and other procedures associated with the certification process.

<u>Impact Created</u>

The system developed and managed by our Company has assisted in digitizing the process carried out by the applicant as well as CBFC officials.

<u>GST Pilot Implementation</u>

We were selected as a technology partner for incubating the 'National Information Utility that operates the IT backbone for GST and we set up a pilot portal in collaboration with 11 states to roll it out across the country.

Under this engagement, we undertook the following activities:

- Conducted 'As-Is' study of the state IT infrastructure;
- Developed a tax registration module:
  - Existing tax payer data migration from centre and states databases;
  - New tax payer registration; and
  - Amendments of tax payer registration details.

- Developed a tax payment data upload module;
- Developed a tax payer returns acceptance module;
- Provided reports;
- Prepared a Detailed Project Report for a full scale GST implementation

The report prepared by our Company was based on the information collected while studying the states/ union territories systems including their existing IT infrastructure and business processes followed in commercial tax departments. It also includes information on the identification of system gaps and process with respect to the proposed GST common portal and the best practices which can be followed.

The GST pilot system developed had modules integrated including tax payer registration, GST returns, payment of taxes, generation of dealer ledgers, matching of transactions and a dashboard for revenue authorities which was tested by state/union territory VAT dealers and commercial tax department officials.

GST Application Service Provider ("ASP") and GST Suvidha Provider ("GSP") services

We were selected by the Government of India to incubate the National Information Utility for a GST pilot project in 2011 that was successfully implemented. In 2017, we were appointed by the Government of India as a GSP as well as ASP for facilitating GST compliance by dealers. As a GSP, we provide a variety of services including GST verification and GST tax filing. Dealers are able to file GST returns online or by visiting facilitation centers.

Revenue Management System ("RMS")

We have designed, developed and hosted a centralized RMS called '*SARAS*' for the Department of Telecommunications, Government of India ("**DoT**"). This system enables the government to collect non-tax revenues. We believe, RMS enhances delivery efficiency with standardizing existing process by improving customer service and user experience for stakeholders. *SARAS* has been conceptualised and designed for use by all licensees across India for all transactions and communications with DoT across the life cycle of the license, including submission of adjusted gross revenue and related documents, submission of deduction claims and related documents, license fee and spectrum user charges payments, bank guarantee related submissions, receipt and response to various notifications and notice, including deduction verification related show cause notices, license fee and spectrum user charges demand notices, bank guarantee related notices as well as submission and response to representation and grievances, thus ensuring:

- Direct online interface of licensees with the DoT;
- Online filing and document repository of all compliance related documents, including adjusted gross revenue statements, deduction claims, bank guarantees, representations, deduction verifications, assessment reports and demand notices;
- Online scrutiny and verification of documents submitted by licensees;
- Online license fee and spectrum user charges assessment and digitization of demand notices;
- Online deduction claim submission and verification and communication with licensee;
- All department orders/guidelines built into process flows/business logics;
- Notifications to licensee and departmental users through email and SMS;
- Online assessment of non-adjusted gross revenues based license also built in SARAS;
- Online submission and response to representations/grievance of licensees;
- Integrated with Bharatkosh for one-stop payment portal for all licensees; and
- Online real-time tracking of demand notices and bank guarantee notices

Impact Created

Prior to the implementation of SARAS:

- Licensees used to submit all the compliance documents in physical form;
- For making payments under various heads, licensees were separately registered on Bharatkosh, the payment made on Bharatkosh had to be manually linked to respective compliance records;
- All documents were required to be submitted to the respective Controllers of Communication Accounts ("**CCA**") offices in person;
- DoT/CCA officials were required to create and maintain assessment records in physical form.

We believe that the computerised system developed and managed by our Company has overcome these hardships and all processes are now carried out, both, by the licensee as well as DoT/CCA officials online. In our experience, this has resulted in reducing turnaround time of compliance requirements and the process becoming transparent and reduced the requirement of storing records in paper form to a large extent.

Network Infrastructure

In keeping with the huge and diverse demographic needs of our country we have enabled a "phygital" (Physical + Digital) model for enabling last mile reach. We have been at the forefront of enabling the e-governance infrastructure of the nation, and at the same time we have a pan-India physical network of over 120,000 centres which includes over 36,000 TIN facilitation centres and over 84,000 points of presence, as of September 30, 2021, across our various offerings to provide "assisted services" to citizens who are digitally excluded.

Services	No. of Centers*
Facilitation centers for PAN, TAN, TDS processing	Over 36,000
Point of Presence for NPS	Over 84,000
Nodal Offices for NPS	Over 26,000 (Central Government); and Over 244,000 (State Governments)

** As of September 30, 2021*

All our centres are secured with advanced technology infrastructure and internal controls with auditable processes allowing for complete tracking and transparency in the system.

Growth Enablers

Technology is expected to play an important role by progressively reducing the cost of reaching out to smaller markets. The volume of digital transactions has also seen a surge in the past few years. Apart from financial services industry, digitisation in other industries will also play an important role in growth of economy. COVID-19 has been a significant challenge in decades but has also led to acceleration of digital adoption across industries. (*Source: CRISIL Report*)

At the end of Fiscal 2021, India had over 825.30 million internet subscribers, making our country one of the largest and fastest-growing markets for digital consumers. However, adoption among businesses is uneven. As digital capabilities improve and connectivity becomes omnipresent, technology is poised to quickly and radically change nearly every sector of India's economy. This is likely to create significant economic value and also change the nature of work for tens of millions of Indians. (*Source: CRISIL Report*)

Over Fiscal 2021 and Fiscal 2026, CRISIL Research expects domestic IT services' revenue to log a CAGR of 6% - 8%. The growth will be led by technology and platform upgradation, and e-governance initiatives of the central and state governments. (*Source: CRISIL Report*)

With the increasing digitisation of the economy with improvement in infrastructure such as the proposed launch of the 5G network, we expect there to be an increase in the adoption of our offerings by clients and end-users. We intend to continue to invest in improving our existing technology systems or implement new, more advanced technology systems that may be developed. As part of our service offerings, we endeavour to provide solutions that offer better operational efficiency and higher productivity through automation. Going forward, we intend to further enhance our digital platforms, build industry and technology frameworks, implement IoT-based solutions, deploy block chain, artificial intelligence and engage in business process digitalisation and build end-to-end digital transformational delivery capabilities. For business process digitalisation, we plan to further develop automation tools providing greater value-added propositions to our clients to bring about business processing and cost efficiency for them. We have established business relationships with a number of players in emerging technologies sectors and, in addition to our existing capabilities, such relationships will further enable us to develop more value-added proposition to our clients.

Further, we also aim to broaden and deepen the integration of sustainability-related aspects into our operations and have a defined ESG framework that guides our business. A comprehensive impact assessment has been undertaken by an independent agency and we intend to incorporate the audit findings into our strategic planning process for our future businesses.

Technology Infrastructure

Our solutions are predominantly deployed on linux/unix platforms in a virtualized environment hosted on commodity X series system and power series systems, with equal capacity at both primary and disaster recovery site. Our services include secured data, and its lifecycle management. Our storage systems range from high-speed flash / solid-state drive storage, mid speed point-to-point serial protocol storage, low speed near line storage and bunch of disk storage. We deploy enterprise-class storage systems as well as software defined storage.

Below are certain technologies and controls that are deployed by us;

- Perimeter security controls including firewall, web application firewalls, routing controls, secured switch configurations and anti-distributed denial of service solutions.
- Mobile Device Management – Mobile device management solutions allow administrators to enforce policies on smartphones enabled for access to office emails and data. This facilitates our administrator to remotely wipe data from smart phones and block access to critical data, if a mobile device is compromised, misplaced, lost or stolen. The intent is to reduce any possible breach of data confidentiality.
- Data Loss Prevention ("**DLP**") solutions detect and prevent leakage and exfiltration, of sensitive data from out endpoints either by human error or willful act. Realtime alert is triggered if any such incident occurs. This mechanism operates regardless of the endpoint connected on corporate network or not connected.
- Endpoint Security – Next generation threat detection and response solutions against a growing variety of threats, including file-less and ransomware that provide endpoint protection. In addition to disk encryption enablement, endpoints are hardened by disabling unnecessary services such as USB and administrator rights.
- Privileged identity and access management solutions supported by two factor authentication, that restrict user to access critical systems as well as monitors and records the activities performed by users with privileged rights.
- We deploy security assessment tools and engage services of security experts, for carrying out vulnerability assessment and penetration testing on periodic basis ensuring that the vulnerabilities are identified and fixed. In addition, application security testing is conducted to ensure that applications are safe to use. Our endeavour has always been to

eliminate all exploitable security issues from infrastructure systems and application systems within the agreed and accepted timeframe.

- The organisation has a dedicated team of expert analyst for Security Operations Centre ("**SOC**") that monitors and responds to security incidents 24/7. The primary objective of the SOC is to monitor various digital assets on real-time basis and trigger remedial action through resolver team to mitigate any such attempts. In addition SOC is also responsible for integrating Threat Intel Feeds and Threat Hunting of any such incident.
- We deploy various tools and techniques to manage and maintain our systems following ISO standards for Information Security Management Systems, service and business continuity. We also implement various measuring and monitoring tools and orchestration tools to manage and maintain these systems.

We follow open source first policy. We learn, experiment and adopt open source technologies to the extent possible as long as they do not compromise quality of delivery. Enterprise class licensed software is used wherever found suitable and appropriate.

Certifications

ISO 27001:2013 Certification (Information Security Management Standard)

We hold ISO 27001:2013 certification for our TIN, PAN, CRA, Aadhaar authentication and e-KYC services and GST projects.

***ISO 22301:2012 Certification (Business Continuity Management Standard*)**

We are committed to deliver services to customers on a continuous basis and without interruption. We have implemented Business Continuity Management System ("**BCMS**") standard, ISO/IEC 22301:2012 to establish, manage, maintain and continually improve business continuity capabilities/practices for our CRA – NPS project. An organization structure comprising of cross-functional teams has been identified to ensure BCMS implementation is effective. We carry out periodic testing of our business continuity plans.

ISO 20000-1:2018 Certification (IT Services Management Standard)

For effectively meeting the SLA requirements of the Pension Fund Regulator and Development Authority of India, our Company has adopted ITSM (Information Technology Service Management) framework for Central Record Keeping Agency System (National Pension System). The ITSM policy objectives focus on customer satisfaction, leveraging of latest technology, alignment of business needs with IT services and maintaining domain expertise and productivity of people above defined benchmark levels. The importance of service quality and its continual improvement is accorded due importance to ensure and enhance customer experience. ITSM helps to identify areas for improvement in services delivery and support.

ISO 9001:2015 Certification (Quality Management Standard) (currently under renewal)

Considering the nature of services offered by our Company and the volume of transactions we handle, maintaining high service quality on a sustained basis is paramount. Towards this objective, our Company has implemented ISO 9001:2015 standard for quality management for our TIN and PAN processes.

Capability Maturity Model Integration ("CMMI")

We are certified as CMMI for Services - Level 5 for CRA – Subscriber Services and CRA Systems Infrastructure in March, 2020. At this level, processes are systematically managed by a combination of process optimization and continual process improvement.

TIA942 rated 4 Certification

Our disaster recovery site in Bengaluru, Karnataka has been issued TIA 942-B rated 4 certification. Certain key features are failsafe operation, robust protection against natural or human made disasters, and long-term reliability, expandability and scalability uptime SLA of 99.995% assured by the service provider. Our data center is spread across 142,000 square feet with a capacity to host about 2,000 racks.

Awards

Our contribution to the e-governance space at a national level has been recognized by the Government of India and governmental agencies, as well as the industry.

Data Privacy and Protection

The Information Technology Act, 2000, and the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**Data Privacy Rules**") gives directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. These Data Privacy Rules contain minimum standards for electronic transactions and code sets and for the privacy and security of sensitive personal data or information. The Privacy Rules, inter alia, require body corporates such as ours to adopt, and provide for a data privacy procedures for capturing, storing, processing, allowing access and disclosure of information that has been classified as personal data or sensitive personal data or information. The Data Privacy Rules impose requirements on uses and disclosures of sensitive personal data or information; including contracting requirements for our business associate agreements. For further information on rules and regulations governing data privacy and protection in relation to our business operations, see "*Key Regulations and Policies in India*" on page 143. Also see, *"Risk Factors – 2. Our reputation could be at risk and we may be liable to our clients or to regulators for damages caused by inadvertent disclosure of confidential information and sensitive personal or business data"* on page 22.

Research and Development

Over the years, we have developed long-standing relationships with certain of our clients. We devote time and attention to understand our client's requirements, market trends through research and a consultation process. We have established a Software Review Committee of TIN that undertakes discussions on current internal software updates, enhancements, integration of new technologies for existing and new products. The product incubation, innovation and product research team for developing Centres of Excellence has also been established to analyze new technologies, products and innovation aligned to our vision, mission and goals.

Sales and Marketing / Business Development

Our sales and marketing strategy seeks to gain new business from identified accounts through multiple business development channels and repeat business from existing clients through concerted account management efforts at building and sustaining client loyalty.

New Business Development. We use a cross-functional, integrated sales approach where our sales managers (who address a particular region, country and/or business vertical, and typically report to the heads of the respective geographic segments or business verticals, as the case may be), account/engagement managers (who are dedicated to our strategic clients), sales hunters (who are dedicated to originate new clients), overlay sales managers (who are responsible for promoting service lines), solution architects (who are responsible for devising solutions to clients), the supervisors thereof and our marketing team, which assists in brand building and other corporate level marketing efforts, analyze potential opportunities and collaboratively develop strategies to sell our IT services and solutions to potential clients. We also work closely with industry analysts and advisors to identify opportunities worth pursuing. For larger projects, we typically bid against other IT service providers in response to requests for proposals.

Promoting Client Loyalty. We constantly seek to expand the nature and scope of our engagements with existing clients by increasing the volume of our business and extending the breadth of services offered. For existing clients, our on-site project and account managers proactively identify client needs and work with our sales team to structure solutions to address those needs.

We have adopted a collaborative sales and marketing model where our sales, solutions and delivery teams participate in the sales process. Members of our executive management team are actively involved in business development and in managing key client relationships through targeted interaction with clients' senior management, which enables us to demonstrate our organisational commitment and remain acquainted with emerging industry trends. Our sales organisation is divided into pre and post sales, government and private businesses, sector and regional segmentation and includes dedicated sales managers, account/engagement managers, sales hunters, overlay sales managers and solution architects, and, in each case, the supervisors thereof. Our sales efforts are complemented by our marketing team. We build and execute marketing programmes that include media interactions, industry and analyst events, sponsorship of and participation in targeted industry conferences and trade shows. We also have multiple customer touchpoints which include social and digital interventions, customer helpdesk, and physical touchpoints like service centers.

Pricing

Detailed commercials are discussed and agreed with clients before commencing a project. Our commercial arrangements are broadly based on the following models:

- *Cost / Project Based Model* – Under this model, a pre-agreed lump sum / milestone based fee payment is done by the client following completion of a defined set of activities / activities by our Company as per the contract and in line with the service level parameters agreed between the parties.

- *Transaction / Services Based Model* – In this model, the client or the end-user pays for each transaction or service made or availed. However, the client is required to provide a minimum commitment of volume of business.

- *Hybrid Model* – In this model, the capital expenditure to be incurred is paid by the client and the remaining cost for services is availed based on the Transaction / Service Based Model as mentioned above.

Insurance

We have insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our business operations and is in accordance with the industry standards. We have a group term life insurance plan, group personal accident policy and group medi-claim insurance policy for our employees, which covers an employee and their nominee/legal heir in the event of death, permanent total disablement and temporary total disablement. Further, we have obtained a directors and officers' liability insurance policy for our senior management personnel. In addition, we have obtained cyber liability insurance policy and package insurance policy for our company and also professional indemnity insurance policies for the projects that we undertake. The package insurance policy covers standard fire and special perils, burglary risk, machinery breakdown, electronic equipment, portable equipment risk and public liability insurance.

These insurance policies are generally valid for one year and are renewed annually by us. As of the date of this Draft Red Herring Prospectus, there have been no material claims made under the insurance policies.

For further information on risks relating to our insurance coverage, see "*Risk Factors – 31. Our insurance coverage could prove inadequate to satisfy potential claims or protect us from potential operational hazards and losses which may have a material adverse effect on our financial condition, results of operations and cash flows.*" on page 36.

Competition

The e-governance industry in India is highly competitive. Our key competitors include CDSL Ventures Limited, CMS Computer Limited, Computer Age Management Services Limited, CSC E-Governance Services Limited, Karvv Data Management Services Limited, Kfin Technologies Private Limited, Sify Technologies Limited and UTI Infrastructure Technology and Services Limited (*Source: CRISIL Report*).

Human Resources

As of June 30, 2021, we had 448 permanent employees. The following table sets forth a breakdown of our employees by designation as of June 30, 2021:

Function	Number of Employees
Top Management (MD and CEO and Whole-time Director and COO)	2
Senior Management (Vice President and above)	15
Middle Management (Assistant Vice President and Senior Manager)	84
Junior Management (Manager and below)	347
Total	**448**

None of our employees are represented by a labor union or covered by a collective bargaining agreement. We have not experienced any work stoppages, and we consider our relations with our employees to be good.

We have several structured processes, including employee mentoring, grievance management and corporate ethics programs, which are intended to facilitate a friendly and cohesive organizational culture. Such processes are supplemented by our internal policies, which are also aimed at fostering a positive atmosphere and establishing common ethical values within the workplace. Our policies include a code of ethics, a policy for positive work environment and a whistle blower policy. We place special emphasis on the training of our employees to enable them to develop their skills and to meet the challenges of a dynamic competitive environment

We give importance to training and development of our employees. Various training and orientation programs are conducted, both in-house and external programs. Officials across various levels are exposed to programs according to their respective training needs. Training programs are also conducted in order to keep abreast the employees in various technical, managerial and leadership areas.

Corporate Social Responsibility ("CSR")

We are actively involved in meeting our social obligations through our Corporate Social Responsibility programme and actively support programmes for setting up homes and hostels for women and orphans and operating and maintaining shelters for orphans and women, promoting education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently-abled and livelihood enhancement projects, promoting health-care including preventive health care. In Fiscal 2019, 2020 and 2021, we incurred ₹ 33.20 million, ₹ 37.10 million and ₹ 36.00 million towards our CSR activities, respectively.

Intellectual Property

As on the date of the Draft Red Herring Prospectus, we have four registered trademarks, including registrations in respect of Vidyasaarthi and Vidya Lakshmi. We have also made applications for 15 trademarks across various classes, including an application to register our corporate logo " protean Change *is* growth "that are pending as on the date of the Draft Red Herring Prospectus.

For further information in relation to the risk relating to our intellectual property, "*Risk Factors – 20. If we are unable to protect our intellectual property and proprietary information, or if we infringe the intellectual property rights of others, our business, financial condition, cash flows and results of operations may be adversely affected*." on page 32.

Property

Our registered and corporate office is located in Times Tower, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Maharashtra, India and is owned by our Company. Our data centres are situated on premises that are owned by our Company. We also operate a number of branch offices in Delhi, Kolkata, Chennai, Bengaluru, Ahmedabad and Pune.

KEY REGULATIONS AND POLICIES IN INDIA

Given below is an indicative summary of certain sector specific and relevant laws and regulations in India, which are applicable to our Company and its business. Taxation statutes such as the Income Tax Act, 1961, the relevant goods and services tax legislation and applicable shops and establishments statutes and other miscellaneous regulations and statutes such as the Trademarks Act, 1999, apply to us as they do to any Indian company. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain and are subject to changes, amendments or modifications by subsequent legislative actions, regulatory, administrative or judicial decisions. The description of the applicable regulations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice. For details of government approvals obtained by our Company in compliance with these regulations, see "Government and Other Approvals" beginning on page 294. The indicative summary is based on the current provisions of applicable law, which are subject to change or modification or amended by subsequent legislative, regulatory, administrative, or judicial decisions.

Industry-specific legislations applicable to our Company

The Information Technology Act, 2000 (the "IT Act") and the rules and regulations made thereunder

The IT Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication (ii) facilitate electronic filing of documents (iii) create a mechanism for the authentication of electronic documentation through digital signatures and (iv) support e-governance initiative by legally recognising electronic records and digital signatures and authorizing their use in Government and its agencies. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India.

The IT Act recognizes contracts expressed in electronic form or by means of electronic records, protects intermediaries in respect of third party information liability, subject to certain conditions, and creates liability for failure to implement and maintain reasonable security practices in relation to handling and protecting sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and, damaging computer systems. The IT Act empowers the Government of India to formulate rules with respect to digital signatures, reasonable security practices and procedures and sensitive personal data.

The Department of Electronics and Information Technology under the Ministry of Communications & Information Technology, Government of India ("**MeITY**"), promulgated the Use of Electronic Records and Digital Signatures Rules, 2004, Digital Signature (End Entity) Rules, 2015, and Information Technology (Certifying Authorities) Rules, 2000. These rules govern the issuance and creation of digital and electronic signatures, their verification, and issuance of license to issue digital signature certificates. Further, MeITY promulgated the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011 ("**Data Privacy Rules**") which give directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The Data Privacy Rules also require the body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data. According to the Data Privacy Rules, the sensitive personal data shall not be disclosed by the body corporate to any third party without obtaining prior permission from the provider.

The MeITY also promulgated the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 ("**IT Intermediary Rules**") requiring intermediaries receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under these IT Intermediary Rules and to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it. The IT Intermediary Rules also make it mandatory for an intermediary to publish, the privacy policy, rules, and regulations on its website, and establish a grievance redressal mechanism.

Pension Fund Regulatory and Development Authority Act, 2013, (the "PFRDA Act")

The PFRDA Act aims to establish an Authority to promote old age income security by establishing, developing and regulating pension funds, to protect the interest of subscribes of schemes and for matters connected herewith and is applicable to the National Pension System and any other pension scheme which is not regulated by any other law in force. The Pension Fund Regulatory Authority ("**PFRDA**") is also empowered under the PFRDA Act to regulate and register intermediaries and establish a grievance redressal mechanism among other things. PFRDA Act also classifies the contributory pension system as notified by Ministry of Finance, Government of India vide F. No. 5/7/2003-ECB&PR, dated December 22, 2003, as National Pension System effective from January 1, 2004. PFRDA has been empowered to grant a certificate of registration to Central Recordkeeping Agencies ("**CRA**") and other entities as intermediaries. According to PFRDA Act, CRA is responsible for receiving instructions from subscribers and transmitting such instructions to pension funds. All the assets and properties, which are owned, leased or developed by the CRA shall be regulated assets. On expiry, certificate of registration of CRA, PFRDA is entitled to appropriate and take over the regulated assets at fair value.

PFRDA (Central Recordkeeping Agency) Regulations, 2015 (the "CRA Regulations")

The CRA Regulations aim to set standards for the eligibility, governance, organization, and operational conduct of CRA and for providing centralized recordkeeping, administration and customer service functions to all subscribers. CRA Regulations also provides for the eligibility criteria for applicants applying for CRA certificates. The term of the license granted to the CRA shall be valid unless it is surrendered by the applicant or suspended or cancelled by PFRDA. The applicant while making an application must disclose all the relevant information including any pending or past legal proceedings initiated against CRA, its directors or principal officers. Further, according to Regulation 10, any change in the status or constitution of CRA would require prior approval of PFRDA. The roles and responsibilities of CRA are enumerated in CRA regulations. CRA is responsible for the operation and maintenance of the National Pension System Infrastructure and the National Pension System Central Accounting Network. CRA is also responsible for the establishment of Information Technology Infrastructure in compliance with proposed architecture and ensures smooth facilitation of record keeping, administration and customer service functions.

PFRDA (Redressal of Subscriber Grievance) Regulations, 2015 ("Grievance Regulations")

The Grievance Regulations aim to provide a timely and seamless framework for handling grievance of the subscribers by the intermediaries and effective resolution of such grievances. The Grievance Regulations mandates intermediaries to follow the grievance redressal policy and appoint a senior management officer as a Grievance Redressal Officer. The Grievance Regulations also provides for a timeline within which the grievances need to be disposed off. The Grievance Regulations also allow for escalation of the grievance to National Pension trust.

PFRDA (Exits and Withdrawals under the National Pension System) Regulations, 2015 ("Exit Regulations")

The Exit Regulations aim to provide an effective mechanism in subscribers' interests with respect to exit or withdrawal from the National Pension System, and conditions on which the subscriber can exit the National Pension System and purchase an annuity. The Exit Regulations also provide subscribers with an opportunity to defer the withdrawal of lump-sum amount until he or she attains the age of seventy years, provided that they notify the CRA or any other approved intermediary, in writing, fifteen days prior to the age of superannuation. The Exit Regulations also provide for exit from National Pension System by submitting a request with the CRA or any other approved intermediary.

Aadhar (Targeted Delivery of Financial and other Subsidies, Benefits and Services) Act (the "Aadhaar Act"), 2016 and the rules and regulations made thereunder

The Aadhaar Act, aims to provide for, as good governance, efficient, transparent and targeted delivery of subsidies, benefits and services, the expenditure for which is incurred from the Consolidated Fund of India, to individuals residing in India, through assigning of unique identity numbers to such individuals and for matters connected herewith. The Aadhar Act establishes Unique Identification Authority of India ("**UIDAI**"), which is responsible for authentication and enrolment of individuals under the Aadhaar programme. The Aadhar Act also provides for the appointment of Enrolling Agency, which would be responsible for the enrolment of individuals. The Aadhar Act, to authenticate the Aadhar Numbers, appoints a requesting entity, that would submit the Aadhar Number along with demographic information or biometric information to the Central Identities Data Repository. Lastly, the Aadhar Act also provides for the protection and confidentiality of identity information and authentication records of individuals.

The Aadhaar (Data Security) Regulations, 2016 ("**Data Security Regulations**") provides for measures to ensure that the information of individuals is secured. Data Security Regulations also enumerates the obligation of service provides to keep the information secure and confidential.

The Aadhaar (Sharing of Information) Regulations, 2016 ("**SI Regulations**") provides for restriction on sharing of biometric information by UIDAI. SI Regulations also restricts the sharing, circulating, or publishing of the aadhar number.

The Aadhaar (Authentication) Regulations, 2016 ("**Authentication Regulations**") provides an Aadhaar Authentication Framework, which has two kinds and four modes of authentication. Authentication Regulations also makes it mandatory for the requesting entity to obtain the consent of the aadhar number holder. Authentication Regulations list provisions and the entire process for the appointment of Requesting Entities and Authentication Service Agencies along with their roles and responsibilities and code of conduct.

New Telecom Policy, 1999

The New Telecom Policy provides that service providers in India that are involved in providing services like tele-banking, tele-medicine, tele-education, tele-trading, e-commerce, call center, network operation center and other IT enabled services, using telecom resources are required to obtain registration as an "Other Service Provider".

The Personal Data Protection Bill, 2019 ("PDP Bill")

The PDP Bill proposes a legal framework governing the processing of personal data, where such data has been collected, disclosed, shared or otherwise processed within India, as well as any processing of personal data by the Indian Government, Indian companies, Indian citizens or any person or body of persons incorporated or created under Indian law. The PDP Bill defines personal data and sensitive personal data, prescribes rules for collecting, storing and processing of such data and creates rights and obligations of data-subjects and processors. The Indian Government has also been mooting legislation governing non-personal data. In September 2019, the Ministry of Electronics and Information Technology formed a committee of experts ("NPD Committee") to recommend a regulatory regime to govern non-personal data ("NPD"). The NPD Committee has released two reports till date, which recommend, among other items, a framework to govern NPD (defined as any data other than personal data), access and sharing of NPD with government and corporations alike and a registration regime and for "data businesses", being business that collect, process or store data, both personal and non-personal.

General laws pertaining to compliance to be followed by our Company

Laws relating to Taxation

In addition, to the aforementioned material legislation which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include, the Income Tax Act, 1961, the Income Tax Rules, 1962, as amended by the Finance Act in respective years, Central Goods and Service Tax Act, 2018, the Central Goods and Service Tax Rules, 2017, the Integrated Goods and Service Tax Act, 2017, the Professional Tax state-wise legislations; and the Indian Stamp Act, 1899.

Laws relating to Intellectual Property

Intellectual Property in India enjoys protection under both common law and statutes. Under statutes, trademark protection is provided under Trademarks Act, 1999, copyright protection is provided under Copyright Act, 1957, and patent protection is provided under the Patents Act, 1970. These statutes afford protection to intellectual property through imposition of civil and criminal liability for infringement.

Labour laws

In addition to aforementioned material legislations, certain labour laws including Contract Labour (Regulation and Abolition) Act, 1970, the Employee's State Insurance Act, 1948, the Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965 the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Equal Remuneration Act, 1976, and Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are applicable to the operation of our Company.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes*:

a) Code on Wages, 2019, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.
b) Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes received the assent of the President of India on September 28, 2020. It subsumes and simplifies the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.
c) Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including the Employee's Compensation Act, 1923, Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act,1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.
d) Occupational Safety, Health and Working Conditions Code, 2020, which regulates and amends the laws regulating the occupational safety, health and working conditions of the persons employed in an establishment received the assent of the President of India on September 28, 2020. It amends and subsumes various legislations inter alia including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

** The Code on Wages, 2019, The Code on Social Security, 2020, The Industrial Relations Code, 2020 and The Occupational Safety, Health and Working Conditions Code, 2020 (enacted by the Parliament of India and assented to by the President of India) will come into force as may be notified in the Official Gazette by the Central Government of India, different dates may be appointed for different provisions of the Codes*.

Other Legislations

In addition to the above, our Company is also compliant with the provisions of the Companies Act, 2013 and the relevant rules, regulations, and orders framed thereunder, the Arbitration and Conciliation Act, 1996, Indian Contract Act, 1882, and other applicable statutes imposed by the Centre or the State for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as 'National Securities Depository Limited' on December 27, 1995 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the RoC. Our Company was issued a certificate for commencement of business dated February 8, 1996 by the RoC. Pursuant to the Scheme of Arrangement, the name of our Company was changed from 'National Securities Depository Limited' to 'NSDL e-Governance Infrastructure Limited' and fresh certificate of incorporation was issued on December 19, 2012 by the RoC. The name of our Company was changed from 'NSDL e-Governance Infrastructure Limited' to 'Protean eGov Technologies Limited' pursuant to a shareholders' resolution dated October 28, 2021, to represent the full gamut of products and service offerings of the Company in the space of information technology solutions and extension into new markets, sectors and geographies, and a fresh certificate of incorporation was granted by the RoC on December 8, 2021. For further details in relation to the Scheme of Arrangement, see "- *Scheme of Arrangement between NSDL Depository Limited and our Company*" on page 148.

Our Company has also received the approval from PFRDA dated November 24, 2021, authorising the change of the name of our Company to 'Protean eGov Technologies Limited'.

Changes in the registered office

Except as disclosed below, there has been no change in registered office of our Company since the date of incorporation.

Date of change of registered office	Details of change in the registered office	Reasons for change in the registered office
June 14, 2013	Shifting of the registered office of the Company from Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra to Times Tower, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra	Pursuant to the Scheme of Arrangement, the title to the previous registered office was transferred to National Securities Depository Limited.

Main objects of our Company

The main objects contained in our MoA are as follows:

1. *"To facilitate, initiate, promote, set-up, carry on, conduct and manage the business of providing information technology enabled e-Governance services as an advisor or a consultant or a managed service provider or on a turnkey basis either alone or in association with any entities in India or abroad including but not limited to providing depository, central recordkeeping, data repository and clearing and settlement services and all matters connected or incidental thereto in India/abroad.*

2. *To advise, provide consultancy services, develop and implement products for customers on all matters regarding implementation of computer software and hardware systems, management of data processing and information systems and data communication systems whether in India/abroad.*

3. *To carry on the business integrating, maintaining, implementing, and licensing computer software, hardware, programs of any and all description, and providing and undertaking related services and carry on the business of designing, developing, licensing, improving, maintaining, servicing, buying, selling, marketing, importing, exporting, exchanging, supporting and implementing computer software application and other related technologies to further the company's objects and to carry on the business of manufacturing, designing, developing, researching, making, assembling, purchasing, selling, re-selling, importing, exporting and otherwise dealing.*

4. *To facilitate, initiate, promote, develop, set-up, operate, manage either alone or in association with any entities in India or abroad, data centres and providing all related and incidental services including but not limited to hosting services that includes dedicated hosting, co-located hosting, hosted internet access services, e-mail solutions, data processing, data storage, data protection, data management, data mining, cloud services, disaster recovery, business continuity, data back-ups relating to such data centres in India or abroad.*

5. *To initiate, undertake, carry on, engage in, promote, assist, encourage, finance and conduct scientific and technical research, developments, experiments, investigations, inquiries, studies, projects, analysis, examinations, surveys and test of all kinds including but not limited to those related to telecommunications, computers, electronic data processing equipment, software, hardware and programmes of all kinds and description and any equipment, parts, components, assemblies or sub-assemblies thereof whether in India/abroad."*

The main objects as contained in our MoA enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

Amendments to the MoA

The following table set forth details of the amendments to our Memorandum of Association, in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution/ Effective date	Particulars
November 15, 2012	Clause I of the MoA was amended to reflect the change of name of the Company from 'National Securities Depository Limited' to 'NSDL e-Governance Infrastructure Limited' pursuant to the approval of the Scheme of Arrangement by the High Court of Bombay.
March 15, 2013	Clause III was amended to reflect the current objects in the MoA of the Company.
October 28, 2021	Clause I of the MoA was amended to reflect the change of name of the Company from 'NSDL e-Governance Infrastructure Limited' to 'Protean eGov Technologies Limited'.

Major events and milestones of our Company

The table below sets forth the key events and milestones in the history of our Company:

Calendar year	Event
2021	• Crossed more than 350 million PAN cards issuance • Processed 52 million requests for eSign transactions in a single day • Crossed 100 million eSign transactions in Fiscal 2021 • NPS - CRA crossed overall subscriber base of over 40 million
2020	• Crossed over 2.5 million cumulative student registrations on electronic education funding platforms (Vidya Lakshmi and Vidyasaarathi)
2019	• Crossed 500 million e-KYC transactions • Executed an agreement with Income Tax Department to continue the business process of receipt of PAN applications and issuance of PAN cards
2018	• Launch of "Vidya Kaushal" - facilitate skill development loans to students pursuing courses run by NSDC approved training partners • Launched the iKar application for Android and iOS users • Awarded the contract for providing system integrator services for design, development, implementation and maintenance of Revenue Management System for Department of Telecommunications • Constructed a Modified Data Centre facility at Bangalore
2017	• Executed an agreement with Goods and Services Tax Network (**"GSTN"**) to act as GST Suvidha Provider and provide its services to the taxpayers • Shortlisted as GST Suvidha Provider by GSTN for implementing GST across the country • Processed over 12 million requests for Aadhaar authentication in a single day • Processed approximately two million requests for e-KYC transactions in a single day
2016	• License granted by the Controller of Certifying Authorities, Government of India, to act as a certifying authority under Section 21 of Information Technology Act, 2000; • Appointed as the implementation agency by "Central Board of Film Certification" for hosting and maintaining Central Board of Film Certification web based application and website at datacentre and disaster recovery centre
2015	• Launch of "Vidya Lakshmi Electronic Platform" - an online platform for students to avail education loan
2014	• Agreement with CtrlS Datacentres Limited (CtrlS) for hosting and maintaining NJRS Infrastructure • Implementation of National Judicial Reference System on behalf of Income Tax Department • Launch of e-KYC services for ICICI Prudential Life Insurance customer
2012	• Release of 'Corporate Module though 'Point of Presence' was released in the CRA system
2011	• Selected by GOI for its Goods and Services Tax Common Integrated Portal, Pilot project • Appointed as Registrar for Unique Identification Authority of India • Launch of Central Recordkeeping Agency - National Pension System corporate sector model
2009	• Launch of New Pension System (NPS) to all citizens except government employees covered by NPS • Executed an agreement with the Income Tax Department for extension of services pertaining to TIN for a period of three years
2008	• Launch of Central Recordkeeping Agency System
2007	• Entered into a Memorandum of Understanding with the Income Tax Department for establishing an internet-based service for verification of PAN by authorised entities
2005	• Launch of PAN card services
2004	• Launch of Online Tax Accounting System • Launch of Tax Information Network

Awards, accreditations and recognitions received by our Company and Subsidiaries

Calendar Year	Awards
2021	• Best IT Company in Western India - Worldwide Achievers Business Leaders Awards 2021 • India's Best Company of the Year Award 2021 by Berskshire Media LLC, USA in IT enabled e-Governance services category
2020	• Certificate of conformity with Business Continuity Management System Standard ISO 22301:2012 issued by DNV GL Business Assurance UK Limited • CRA – Subscriber Services and Systems Infrastructure Workgroup has been appraised at Maturity Level 5 (Optimizing) by CMMI Institute Certified SCAMPI
2019	• Certificate of conformity with IT Service Management System Standard ISO/IEC 20000 – 1:2011 issued by DNV GL Business Assurance UK Limited • Certificate of conformity to Information Security Management System Standard ISO/IEC 27001:2013 issued by DNV GL Business Assurance UK Limited
2018	• Certificate for conforming to ISO 9001:2015 issued by Intertek Certification Limited • Winner of 'Golden Peacock Innovation Management Award - 2018' awarded by Institute of Directors, India

Launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "*Our Business*" on page 119.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years

Except as disclosed below, our Company has not acquired or divested any business/ undertakings, and has not undertaken any mergers, amalgamations or any revaluation of assets, in the last ten years.

Scheme of Arrangement between NSDL Depository Limited and our Company

NSDL Depository Limited, an erstwhile wholly-owned subsidiary of our Company and our Company filed a scheme of arrangement under Sections 391 to 394 of Companies Act, 1956 before the High Court of Judicature at Bombay to demerge the depository business and undertaking of our Company ("**Transferor Company**"), and vest in NSDL Depository Limited ("**Transferee Company**"). Pursuant to the Scheme of Arrangement, the depository undertaking, i.e., the business of the Transferor Company engaged in business of providing depository services under the Depositories Act, transferred and vested in the Transferee Company, as a going concern. The Scheme of Arrangement was approved by the High Court of Judicature at Bombay pursuant to an order dated November 2, 2012 ("**Order**"). The Transferee Company, in consideration of the demerger, issued and allotted fully paid-up equity shares on a proportionate basis to all the shareholders of the Transferor Company on the following basis: "for every 2 fully paid-up equity shares of ₹10 each held by the equity shareholders of the Transferor Company on the effective date, 1 fully paid-up equity share of ₹10 each of the Transferee Company". Further, investment made by the Transferor Company in the Transferee Company stood cancelled. The issued, subscribed and paid-up share capital of the Transferor Company reduced from ₹ 800 million to ₹ 400 million.

The Scheme of Arrangement came into effect from December 7, 2012, being the date on which the last of approvals was obtained and the Scheme of Arrangement became operative with effect from April 1, 2012, being the appointed date.

Holding Company

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries

As of the date of this Draft Red Herring Prospectus, our Company has four Subsidiaries. The details of our Subsidiaries are as follows:

1. **NSDL e-Governance Account Aggregator Limited ("NEAAL")**

   Corporate Information

   NEAAL was incorporated on November 2, 2020, as a public limited company under the Companies Act, 2013. The CIN of NEAAL is U67200MH2020PLC349258. The registered office of NEAAL is located at Times Tower, 1st Floor, Kamala Mills, Compound, Senapati Bapat Marg, Lower Parel, Mumbai, 400 013, Maharashtra.

   NEAAL is engaged in the business of an account aggregator as defined under the Master Direction – Non-Banking Financial Company – Account Aggregator (Reserve Bank) Directions, 2016, providing the service of retrieving or collecting financial information pertaining to its customers, and consolidating, organizing and presenting such information to the customers or any other financial information user as may be specified by the Reserve Bank of India from time to time.

   Capital Structure

The authorised share capital of NEAAL is ₹50 million divided into 5,000,000 equity shares of ₹10 each and the issued and paid-up share capital of NEAAL is ₹30 million divided into 3,000,000 equity shares of ₹10 each.

Shareholding

Name of the Shareholder	No. of equity shares of face value ₹10 each	Percentage of total shareholding (%)
Company	2,999,994	99.99
Suresh Kumar Sethi	1	Negligible
Jayesh Waman Sule	1	Negligible
Devendra Tanaji Rane	1	Negligible
Tejas Desai	1	Negligible
Abid Ali Allarakha	1	Negligible
Gopakumar T. N.	1	Negligible
Total	**3,000,000**	**100.00**

2. **NSDL e-Governance (Malaysia) SDN, BHD ("NEMSB")**

Corporate Information

NEMSB was incorporated as on January 26, 2017 as a private limited company under the Companies Act, 1965, under the laws of Malaysia. The registered office of NEMSB is located at No. 2-29, PV 128, Jalan Genting Kelang 53300 Kuala Lumpur.

NEMSB is engaged in the business of designing, developing, managing and implementing e-governance projects through efficient use of information and communication technology as an advisor or a consultant or a managed service provider or on a turnkey basis either alone or in association with any entities and to advise, provide consultancy services, develop and implement products for customers on all matters regarding implementation and licensing of computer software and hardware systems, management of data processing and information systems, data repository and data communication systems in Malaysia or elsewhere.

Capital Structure

The authorised share capital of NEMSB is RM 0.4 million divided into 400,000 ordinary shares of RM 1 each and the issued and paid-up share capital of NEMSB is RM 0.001 million divided into 1,000 equity shares of RM 1 each.

Shareholding

Name of the Shareholder	No. of ordinary shares of face value RM 1 each	Percentage of total shareholding (%)
Company	510	51
SOTG Consultancy SDN BHD	490	49
Total	**1,000**	**100.00**

3. **NSDL e-Governance Australia Pty Ltd ("NEAPL")**

Corporate Information

NEAPL was incorporated on December 9, 2020 as a proprietary company under the Corporation Act, 2001, under the laws of Australia. The Australian Company Number is 646 479 012 and Australian Business Number is 90646479012. The registered office of NEAPL is located at Suite 9, Level 12, 101 Bathurst Street Sydney NSW 2000.

NEAPL is currently not engaged in any business.

Capital Structure

As on the date of the Draft Red Herring Prospectus, our Company has not made any investment in NEAPL as per the applicable laws of Australia.

Shareholding

Name of the Shareholder	No. of ordinary shares of par value AUD 1 each	Percentage of total shareholding (%)
Company	1,000	**100**
Total	**1,000**	**100.00**

4. **NSDL e-Governance InfoSec Services Limited ("NEISL")**

Corporate Information

NEISL was incorporated on September 30, 2021, as a public limited company under the Companies Act, 2013. The CIN of NEISL is U72900MH2021PLC368593. The registered office of NEISL is located at Times Tower, 1st Floor, Kamala Mills, Compound, Senapati Bapat Marg, Lower Parel, Mumbai, 400 013, Maharashtra.

NEISL is authorised to conduct the business of consultants, advisors, mentors, counsellors, manager, operator, developer in the field of Information and Technology (IT) Security/all type of IT enabled Cyber Security activities and providing niche expert and experienced services.

Capital Structure

The authorised share capital of NEISL is ₹100 million divided into 10,000,000 equity shares of ₹10 each and the issued and paid-up share capital of NEISL is ₹80 million divided into 8,000,000 equity shares of ₹10 each.

Shareholding

Name of the Shareholder	No. of equity shares of face value ₹10 each	Percentage of total shareholding (%)
Company	7,999,994	99.99
Suresh Kumar Sethi*	1	Negligible
Jayesh Waman Sule*	1	Negligible
Milind Mungale*	1	Negligible
Tejas Desai*	1	Negligible
Dattaram Sadanand Mhadgut*	1	Negligible
Ashwini D. Phenany*	1	Negligible
Total	**8,000,000**	**100.00**

**As a nominee of the Company*

Accumulated profits or losses

There are no accumulated profits and losses of any Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

OUR MANAGEMENT

Board of Directors

In terms of the Companies Act and our AoA, our Company is required to have not less than three Directors and not more than fifteen Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises eight Directors including two Executive Directors, and six Non-Executive Directors of which four are Independent Directors (including two women Directors).

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

S. No.	Name, designation, address, occupation, date of birth, period of directorship, current term and DIN	Directorships in other companies
1.	**Suresh Kumar Sethi** ***Designation***: Managing Director and Chief Executive Officer ***Address***: C/901, Lodha Bellissimo, N M Joshi Marg, Apollo Mill Compound, Mahalaxmi, Mumbai, 400 011, Maharashtra ***Occupation***: Financial Technologies/ Banking ***Date of birth***: March 30, 1965 ***Period of directorship:*** Since February 18, 2021 ***Current term:*** Three years with effect from February 18, 2021, up till February 17, 2024, not liable to retire by rotation ***DIN***: 06426040 ***Age***: 56	Nil
2.	**Jayesh Waman Sule** ***Designation***: Whole-time Director and Chief Operating Officer ***Address***: 601, Matoshree Heights, D. L. Vaidya Road, Dadar West, Mumbai 400 028, Maharashtra ***Occupation***: Service ***Date of birth***: November 4, 1962 ***Period of directorship:*** Since April 1, 2016 ***Current term***: Three years with effect from April 1, 2019, up till March 31, 2022, liable to retire by rotation ***DIN***: 07432517 ***Age***: 59	Nil
3.	**Karan Omprakash Bhagat^** ***Designation***: Non-Executive Director ***Address***: 4501, 45th Floor, Old Simplex Mill Compound, Aqua Tower II, Planet Godrej, K.K. Marg, Near Jacob Circle, Mahalaxmi East, Mumbai, 400 011, Maharashtra ***Occupation***: Service ***Date of birth***: April 25, 1977 ***Period of directorship:*** Since November 30, 2018 ***Current term***: Liable to retire by rotation ***DIN***: 03247753	• IIFL Wealth Management Limited • IIFL Wealth Prime Limited • Kyrush Trading & Investment Private Limited • Young Presidents Organization (Mumbai Chapter)

S. No.	Name, designation, address, occupation, date of birth, period of directorship, current term and DIN	Directorships in other companies
	Age: 44	
4.	**Mukesh Agarwal*** ***Designation:*** Non-Executive Director ***Address:*** C/O, A-904, Paradise Raheja Vihar, Opp. Chandivali Studio, Powai, Mumbai, 400 072, Maharashtra ***Occupation:*** Service ***Date of birth:*** January 17, 1967 ***Period of directorship:*** Appointed with effect from May 7, 2021 ***Current term:*** Liable to retire by rotation ***DIN:*** 03054853 ***Age***: 54	• Cogencis Information Services Limited • NSE Data & Analytics Limited • NSE IFSC Clearing Corporation Limited • NSE IFSC Limited • NSE Indices Limited • NSE Infotech Services Limited • Receivables Exchange of India Limited
5.	**Shailesh Vishnubhai Haribhakti** ***Designation:*** Independent Director ***Address:*** 10 & 11, Sahil Apartments, Aiiravat Co-operative Housing Society Ltd, 14 Altamount Road, Cumbala Hill, Mumbai, 400 026, Maharashtra ***Occupation:*** Chartered Accountant ***Date of birth:*** March 12, 1956 ***Period of directorship:*** Since May 23, 2012 ***Current term:*** Five years from September 25, 2018, up till September 24, 2023, not liable to retire by rotation ***DIN:*** 00007347 ***Age***: 65	• ACC Limited • Ambuja Cements Limited • Bajaj Electricals Limited • Bennett Coleman & Company Limited • Blue Star Limited • Bluevine Technologies Private Limited • Brookprop Management Services Private Limited • Cynergis Infotech Private Limited • Epigeneres Biotech Private Limited • Future Lifestyle Fashions Limited • Gaja Trustee Company Private Limited • GoEVA Private Limited • IBS Fintech India Private Limited • L&T Finance Holdings Limited • L&T Mutual Fund Trustee Limited • MentorCap Management Private Limited • Planet People & Profit Consulting Private Limited • Torrent Pharmaceuticals Limited
6.	**Dharmishta Narendraprasad Raval** ***Designation:*** Independent Director ***Address:*** 25, Saurabh Society, Drive in Road, Ahmedabad, 380 009, Gujarat ***Occupation:*** Lawyer ***Date of birth:*** January 12, 1956 ***Period of directorship:*** Since January 1, 2015 ***Term:*** Three years from January 1, 2020, up till December 31, 2023, not liable to retire by rotation ***DIN:*** 02792246 ***Age***: 65	• Cadila Healthcare Limited • DSP Trustee Private Limited • NOCIL Limited • Sewa Bank Limited • Zydus Healthcare Limited • Zydus Wellness Limited • Zydus Wellness Products Limited • Zydus Pharmaceuticals USA Inc., USA.
7.	**Abhaya Prasad Hota** ***Designation:*** Independent Director ***Address:*** Flat No B2 – 902, Mahindra Vivante, Suren Road, Andheri East, Mumbai, 400 093, Maharashtra	• IDBI Intech Limited • Motilal Oswal Asset Management Company • Nearby Technologies Private Limited • Reserve Bank Innovation Hub • The Federal Bank Limited

S. No.	Name, designation, address, occupation, date of birth, period of directorship, current term and DIN	Directorships in other companies
	Occupation: Management Consultant (on payment systems, financial inclusion and trade digitisation) ***Date of birth:*** August 4, 1956 ***Period of directorship:*** Since September 16, 2019 ***Current term:*** Three years from September 16, 2019, up till September 15, 2022, not liable to retire by rotation ***DIN:*** 02593219 ***Age***: 65	
8.	**Nishita Nirmal Mhatre** ***Designation:*** Independent Director ***Address:*** 4 Matrusmriti, 13th Road, Near Khar Gymkhana, Khar West, Mumbai, 400 052, Maharashtra ***Occupation:*** Professional ***Date of birth:*** September 20, 1955 ***Period of directorship:*** Since September 16, 2019 ***Current term:*** Three years from September 16, 2019, up till September 15, 2022, not liable to retire by rotation ***DIN:*** 08489369 ***Age***: 66	Nil

**Nominated to the Board by NSEIL*
^Nominated to the Board by IIFL Asset Management Limited, IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6 and IIFL Special Opportunities Fund – Series 7, collectively

Relationship between our Directors

None of our Directors are related to each other or to any Key Managerial Personnel.

Brief Biographies of Directors

Suresh Kumar Sethi is the Managing Director and Chief Executive Officer of our Company. He holds a bachelor’s degree in engineering in electronics and electrical from Panjab University, Chandigarh. He holds a master’s degree in business administration from the University of Delhi. He has over three decades of experience in the financial services industry with financial services companies such as Citigroup, YES Bank and Vodafone M- Pesa across India, Kenya, UK, Argentina, and USA. Prior to this role, he was the managing director and chief executive officer of India Post Payments Bank.

Jayesh Waman Sule is the Whole-time Director and Chief Operating Officer of our Company. He holds a bachelor’s degree in commerce from the University of Bombay. He is a member of the Institute of Chartered Accountants of India. He was previously associated with NSDL and has over two decades of experience in capital markets and IT-enabled services.

Karan Omprakash Bhagat is a Non-Executive Director of our Company. He holds a bachelor’s degree in commerce from University of Calcutta and a post-graduate diploma in management from the Indian Institute of Management, Bangalore. Previously he was associated with Kotak Mahindra Bank Limited as a vice president. He is currently the Managing Director of IIFL Wealth Management Limited.

Mukesh Agarwal is a Non-Executive Director of our Company. He holds a bachelor’s degree in engineering with honours in electrical and electronics branch and a master’s degree in science with honours in biological sciences from the Birla Institute of Technology and Science, Pilani and a master’s degree in management studies from the University of Bombay. He has over 25 years of experience in the financial services sector. He was previously associated with CRISIL Limited as the president of their India research business. He is currently the Managing Director of NSE Indices Limited and NSE Data and Analytics Limited (formerly known as Dotex International Limited).

Shailesh Vishnubhai Haribhakti is an Independent Director of our Company. He is a member of the Institute of the Chartered Accountants of India, an associate member of the Association of Certified Fraud Examiners and a certified financial planner under the Financial Planning Standards Board India. He is a certified internal auditor under the Institute of Internal Auditors, Inc. He has cleared final examination of the Institute of Cost and Works Accountants of India. He has been conferred the Global Competent Boards Designation by Competent Boards Inc. He is a chairman and independent director on the Boards of various Indian Companies.

Dharmishta Narendraprasad Raval is an Independent Director of our Company. She holds a bachelor's degree and a master's degree in law from Gujarat University. She is a member of the Bar Council of Gujarat. She has previously been associated with SEBI as an executive director and was a standing member for the central government in the High Court of Gujarat. Presently, she holds the position of secretary of the Indian Law Institute of Gujarat State Unit. She was appointed as a member of the High-Powered Advisory Committee (HPAC) of SEBI constituted under Securities and Exchange Board of India (Settlement Proceeding) Regulations, 2018.

Abhaya Prasad Hota is an Independent Director of our Company. He holds a master's degree in arts from Sambalpur University. He is an associate of the Indian Institute of Bankers. He was the managing director and chief executive officer of National Payments Corporation of India and the chief general manager of the Reserve Bank of India. He has over 35 years of experience in the financial services sector.

Nishita Nirmal Mhatre is an Independent Director of our Company. She holds a bachelor's degree in microbiology from Sophia College, University of Mumbai and bachelor's degree in law from Government Law College, University of Mumbai. She is a member of the Bar Council of Maharashtra and practised as an advocate for several years. She was appointed as an Additional Judge in 2001 and as a Judge of the High Court of Bombay in 2003. She was then transferred to the Calcutta High Court and retired as the Acting Chief Justice of the Calcutta High Court. She is now working as an arbitrator.

Confirmations

None of our Directors are, or were a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

None of our Directors are or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Further, none of our Directors have been identified as wilful defaulters as defined under the SEBI ICDR Regulations.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Other than Mukesh Agarwal who has been nominated by NSE Investments Limited and Karan Omprakash Bhagat who has been nominated by IIFL Asset Management Limited, IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6 and IIFL Special Opportunities Fund – Series 7, collectively, none of our Directors have an arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on our Board or as a member of the senior management.

Terms of Appointment of our Executive Directors

Suresh Kumar Sethi

Suresh Kumar Sethi was appointed as our Managing Director and Chief Executive Officer with effect from February 18, 2021 pursuant to resolutions passed by our Board and Shareholders on June 18, 2020 and September 18, 2020, respectively. Suresh Kumar Sethi was paid a total remuneration of ₹2.37 million (including contingent or deferred compensation, including in relation to benefits in kind) during Financial Year 2021. The details of remuneration governing his appointment, as approved by the Shareholders in their meeting held on September 18, 2020, are stated below:

Particulars	Remuneration
Gross Salary*	₹1.30 million per month
Increment	Annual increments to be decided by the Nomination and Remuneration Committee, subject to ceiling of ₹0.1 million per month
Performance-linked incentive	Annual performance linked incentive shall be as determined by the Nomination and Remuneration Committee, subject to a maximum of 50% of annual salary
Additional benefits	a. Medical benefits equal to one month's salary every year for self, spouse and dependent children;

Particulars	Remuneration
	b. Leave travel allowance equal to one month's salary every year for travel by the Managing Director and Chief Executive Officer and his family; c. Personal accident insurance cover for the Managing Director and Chief Executive Officer as for the other staff of the Company; d. Company car with driver; e. Telephone facility at the residence; f. Contribution to provident fund, superannuation, gratuity and leave encashment as per staff rules of the Company; for all these purposes, his appointment as Managing Director and Chief Executive Officer will be taken as continuation of service; g. The company will reimburse entertainment expenses actually and properly incurred by the Managing Director and Chief Executive Officer for the purpose of the Company's business; and h. The Managing Director and Chief Executive Officer shall also be entitled to such other benefits including ex-gratia as are made available by the Company to members of the staff from time to time.
ESOP	Suresh Kumar Sethi shall be eligible for 60,000 Employee Stock Options at fair market value, as per the NSDL e-Governance Infrastructure Limited – Employee Stock Option Plan 2017 from July 15, 2020.
Minimum Remuneration	Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Suresh Kumar Sethi as Managing Director and Chief Executive Officer, the Company has no profits or has inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

**Includes all allowances*

Jayesh Waman Sule

Jayesh Waman Sule was re-appointed as our Whole-time Director and Chief Operating Officer with effect from April 1, 2019 pursuant to resolutions passed by our Board and Shareholders on June 15, 2018 and August 10, 2018, respectively. Jayesh Waman Sule was paid a total remuneration of ₹28.70 million (including contingent or deferred compensation, including in relation to benefits in kind) during Financial Year 2021. The details of remuneration governing his appointment, as approved by the Shareholders in their meeting held on September 18, 2020, are stated below:

Particulars	Remuneration
Gross Salary*	₹1.10 million per month
Increment	Annual increments to be decided by the Nomination and Remuneration Committee, subject to ceiling of ₹0.1 million per month
Performance-linked incentive	Annual performance linked incentive shall be as determined by the Nomination and Remuneration Committee, subject to a maximum of 50% of annual salary
Additional benefits	a. Unfurnished housing accommodation; b. Medical benefits equal to one month's salary every year for self, spouse and dependent children; c. Leave travel allowance equal to one month's salary every year for travel by the Whole-time Director and Chief Operating Officer and his family; d. Personal accident insurance cover for the Whole-time Director and Chief Operating Officer as for the other staff of the Company; e. Company car with driver; f. Telephone facility at the residence; g. Contribution to provident fund, superannuation, gratuity and leave encashment as per staff rules of the Company; for all these purposes, his appointment as Whole-time Director and Chief Operating Officer will be taken as continuation of service; h. The Whole-time Director and Chief Operating Officer shall also be entitled to such other benefits as are made available by the Company to members of the staff from time to time including ex-gratia and employee stock options.
Minimum Remuneration	Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Jayesh Waman Sule as Whole-time Director and Chief Operating Officer, the Company has no profits or the profits of the Company are inadequate, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above.

**Includes all allowances*

There is no contingent or deferred compensation accrued for the year payable to our Executive Directors, even if the compensation is payable at a later date.

Payment or Benefit to Directors of our Company

Details of the sitting fees or other remuneration paid to our Directors in the Financial Year 2021 are set forth below.

Remuneration to our Non-Executive Directors:

Karan Omprakash Bhagat

Karan Omprakash Bhagat was appointed as our Non-Executive Director with effect from September 16, 2019 pursuant to resolutions passed by our Board and Shareholders on November 30, 2018 and September 16, 2019, respectively. Karan Omprakash Bhagat is not entitled to any remuneration from the Company in the Financial Year 2021.

Mukesh Agarwal, our Non-Executive Director did not receive any remuneration in the Financial Year 2021 since he was appointed with effect from May 7, 2021.

Our Independent Directors are entitled to receive sitting fees for every meeting of the Board or any Committee that they attend. In addition to this, our Non-Executive Directors are also entitled to receive commission not exceeding one percent per annum of the net profits (after tax) of the Company. Details of the remuneration paid to the Independent Directors of our Company in the Financial Year 2021 are set forth below:

S. No.	Name of Director	Sitting fees paid (in ₹ million)	Remuneration (in ₹ million)
1.	Shailesh Vishnubhai Haribhakti	1.45	2.02
2.	Dharmishta Narendraprasad Raval	0.95	2.02
3.	Abhaya Prasad Hota	0.80	2.02
4.	Nishita Nirmal Mhatre	0.65	2.02

Bonus or Profit-Sharing Plan of the Directors

Other than the performance linked incentive to our Managing Director and Chief Executive Officer and Whole-time Director and Chief Operating Officer, none of our Directors are party to any bonus or profit-sharing plan of our Company. For details see "*Terms of Appointment of our Executive Director*".

Remuneration Paid to Directors of our Company by our Subsidiaries

None of our Directors receive remuneration or were entitled to receive any remuneration from our Subsidiaries in the Financial Year 2021.

Shareholding of Directors in our Company

As per our AoA, our Directors are not required to hold any qualification shares.

Except as disclosed below, our Directors do not hold any Equity Shares as of the date of this Draft Red Herring Prospectus in our Company:

S. No.	Name	No. of Equity Shares as of the date of this Draft Red Herring Prospectus	Percentage of the pre-Offer Equity Share capital (%)	Total holding including Equity Shares, vested and unvested stock options
1.	Suresh Kumar Sethi	Nil	Nil	61,500
2.	Jayesh Waman Sule	41,097	Negligible	42,597

Shareholding of Directors in our Subsidiaries

Except as disclosed below, none of our Directors hold any equity shares in our Subsidiaries:

(i) NSDL e-Governance Account Aggregator Limited

Name of the shareholder	No. of equity shares of face value ₹10 each	Percentage of total shareholding (%)
Suresh Kumar Sethi	1	Negligible
Jayesh Waman Sule	1	Negligible

(ii) NSDL e-Governance InfoSec Services Limited

Name of the Shareholder	No. of equity shares of face value ₹10 each	Percentage of total shareholding (%)
Suresh Kumar Sethi*	1	Negligible
Jayesh Waman Sule*	1	Negligible

**As a nominee of the Company*

Appointment of relatives of our Directors to any office or place of profit

None of the relatives of our Directors hold any office or place of profit in our Company.

Interest of Directors

All our Executive Directors and Non-Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees and commission, if any, payable to them for attending meetings of our Board or Committees thereof. For further details, see "*Terms of Appointment of our Executive Directors*" and "*Remuneration to our Non-Executive Directors*".

Our Independent Directors are paid sitting fees for attending the meetings of the Board and committees of the Board and yearly commission based on profits and may be regarded as interested to the extent of other reimbursement of expenses payable to them as per their terms of appointment.

Our Directors do not have any other interest in our Company, or in any property acquired by or leased to our Company or proposed to be acquired or leased to our Company.

Further, our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Some of our Directors may also be deemed to be interested to the extent of any dividend payable to them and/ or their relatives and other distributions in respect of securities held by them and/or their relatives in our Company or in our Subsidiaries, if any. Some of our Directors are also entitled to employee stock options under the ESOP Scheme. For further details, refer to "*Our Management– Shareholding of Directors in our Company*" on page 156.

Other than the remuneration, no amount or benefit has been paid or given within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors.

Our Directors may also be interested to the extent of Equity Shares, if any (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives. Our Directors may be deemed to be interested to the extent of stock options granted or to be granted / Equity Shares, if any, allotted to them pursuant to the ESOP Scheme. For details, see "*Capital Structure – Employee Stock Option Scheme*" on page 72.

Changes in the Board in the last three years

Details of the changes in our Board in the last three years are set forth below:

Name	Date of Appointment/Change/ Cessation	Reason
Ravi Narain	May 2, 2019	Resigned as director
Karan Omprakash Bhagat	September 16, 2019	Appointed as non-executive director
Abhaya Prasad Hota	September 16, 2019	Appointed as independent director
Nishita Nirmal Mhatre	September 16, 2019	Appointed as independent director
Bellur Srikrishna Narayanaswamy	September 25, 2019	Retired as independent director
Chander Mohan Vasudev	September 25, 2019	Retired as director
Dharmishta Narendraprasad Raval	January 1, 2020	Appointed as independent director
Gagan Rai	February 17, 2021	Retired as managing director
Suresh Kumar Sethi	February 18, 2021	Appointed as the managing director and chief executive officer
Jagannathan Ravichandran	April 1, 2021	Retired as director
Mukesh Agarwal	May 7, 2021	Appointed as an additional director (Non-Executive) as a nominee of NSEIL
Mukesh Agarwal	September 23, 2021	Regularised appointment as non-executive director as a nominee of NSEIL
Karan Omprakash Bhagat	September 23, 2021	Re-appointed as non-executive director

Borrowing Powers of Board

Pursuant to our Articles of Association, and in accordance with the provisions of the Companies Act and the rules made thereunder, our Board is authorised to borrow such monies, which together with the money already borrowed does not exceed the paid-up share capital and free reserves of our Company.

Corporate Governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act and other applicable regulations of SEBI, in respect of corporate governance including in respect of the constitution of the Board and Committees thereof, and formulation and adoption of policies. Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. As on the date of this Draft Red Herring Prospectus, Board comprises eight Directors including two Executive Directors, and six Non-Executive Directors, of which four are Independent Directors (including two women Directors).

Committees of the Board

Details of the Committees are set forth below. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Audit Committee

The members of the Audit Committee are:

1. Shailesh Vishnubhai Haribhakti, Independent Director, *Chairman*;
2. Abhaya Prasad Hota, Independent Director; and
3. Karan Omprakash Bhagat, Non-Executive Director

The Board adopted the scope and function of the Audit Committee in accordance with Section 177 of the Companies Act and Regulation 18 of the Listing Regulations in its meeting held on June 23, 2021. The powers of the Audit Committee include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee of the Company;
3. To obtain outside legal or other professional advice;
4. To secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. Such powers as may be prescribed under the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended."

Terms of reference of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    - Matters required to be included in the director's responsibility statement to be included in the Board's report, in terms of the Companies Act, 2013, as amended;
    - Changes, if any, in accounting policies and practices and reasons for the same;
    - Major accounting entries involving estimates based on the exercise of judgment by management;
    - Significant adjustments made in the financial statements arising out of audit findings;
    - Compliance with listing and other legal requirements relating to financial statements;
    - Disclosure of any related party transactions; and
    - Qualifications and modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Examination of the financial statement and auditor's report thereon;
7. Monitoring the end use of funds raised through public offers and related matters;
8. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document/prospectus/notice and making appropriate recommendations to the Board to take up steps in this matter;
9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
10. Approval or any subsequent modification of transactions of the Company with related parties;

11. Scrutiny of inter-corporate loans and investments;

12. Valuation of undertakings or assets of the Company, wherever it is necessary;

13. Evaluation of internal financial controls and risk management systems;

14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

16. Discussion with internal auditors of any significant findings and follow up thereon;

17. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on Company and its shareholders.

18. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

19. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

20. 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;

21. To review the functioning of the vigil / whistle blower mechanism implemented by the Company;

22. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

23. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

24. Carrying out any other function as may be required / mandated by the Board from time to time and/ or mandated as per the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws; and

25. Performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;

2. statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

3. management letters / letters of internal control weaknesses issued by the statutory auditors;

4. internal audit reports relating to internal control weaknesses;

5. the appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee; and

6. statement of deviations as and when becomes applicable:

(a) quarterly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Risk and Opportunities Management Committee

The members of the Risk and Opportunities Management Committee are:

1. Shailesh Vishnubhai Haribhakti, Independent Director, *Chairman*;

2. Karan Omprakash Bhagat, Non-Executive Director;

3. Jayesh Waman Sule, Whole-time Director and Chief Operating Officer;

4. Abhaya Prasad Hota, Independent Director; and

5. Mukesh Agarwal, Non-Executive Director

The Board adopted the scope and function of the Risk and Opportunities Management Committee in accordance with Regulation 21 of the Listing Regulations on June 23, 2021. The terms of reference of the Risk and Opportunities Management Committee include the following:

1. To review and assess the effectiveness of the company's enterprise-wide risk assessment processes and recommend improvements, where appropriate;

2. To evaluate significant risk exposure of the Company;

3. To discuss with the board of directors, the Company's major risk exposures and review the steps which management has taken to monitor and control such exposures, including the company's risk assessment and risk management policies;

4. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

5. To communicate formally and informally with the management team regarding risk management, risk governance and oversight;

6. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

7. To approve frame, implement, review, and monitor the risk management policy for Company;

8. To monitor and oversee implementation of the risk management policy including evaluating the adequacy of risk management systems;

9. Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk and Opportunities Management Committee;

10. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

11. To periodically review the risk management policy, at least once in two years including by considering the changing industry dynamics and evolving complexity;

12. The appointment, removal and terms of remuneration of the Chief Risk Officer, if any, shall be subject to review by the Risk Management Committee; and

13. To formulate a detailed risk management policy which shall include:

    a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, environmental, social and governance related risks), information, cyber security risks or any other risk as may be determined by the and Opportunities Risk Management Committee;

    b. Measures for risk mitigation including systems and processes for internal control of identified risks; and

c. Business continuity plan.

14. Such other matters as per the discretion of the Committee and/or the Board as may be required from time to time.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Dharmishta Narendraprasad Raval, Independent Director, *Chairperson*;
2. Shailesh Vishnubhai Haribhakti, Independent Director;
3. Karan Omprakash Bhagat, Non-Executive Director; and
4. Abhaya Prasad Hota, Independent Director

The Board adopted the scope and function of the Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act and Regulation 19 of the Listing Regulations in its meeting on June 23, 2021. The terms of reference of the Nomination and Remuneration Committee include:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that —

   i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
   ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

2. Formulating criteria for evaluation of performance of independent directors and the Board;

3. Devising a policy on diversity of the Board;

4. 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;

5. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

6. Recommending to the Board, all remuneration, in whatever form, payable to senior management;

7. Administering, monitoring and formulating detailed terms and conditions of the Company’s employee stock option plans;

8. Undertaking and recommending to the Board re-structuring plan for the Company;

9. Reviewing human resources and people strategy and its alignment with the business strategy, periodically or whenever a change is made to either;

10. Reviewing the efficacy of human resources practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, key managerial personnel and the executive team);

11. Analysing, monitoring and reviewing various human resource and compensation matters;

12. Determining the Company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

13. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

14. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

15. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any

securities laws or any other applicable laws in India or overseas, including:

a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

16. Carrying out any other function as may be required / mandated by the Board from time to time and/ or mandated as per the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws; and

17. Performing such other functions as may be necessary or appropriate for the performance of its duties..

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Nishita Nirmal Mhatre; Independent Director, *Chairperson*;

2. Mukesh Agarwal, Non-Executive Director; and

3. Jayesh Waman Sule, Whole-time Director and Chief Operating Officer

The Stakeholders' Relationship Committee was constituted by our Board at their meeting held on June 23, 2021. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act and Regulation 20 of the Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee are as follows:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

2. To review of measures taken for effective exercise of voting rights by shareholders;

3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

4. To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

6. To redress of shareholders' and investors' complaints/grievances such as transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc;

7. To approve, register, refuse to register transfer or transmission of shares and other securities;

8. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

9. Allotment and listing of shares, approval of transfer or transmission of shares, debentures or any other securities;

10. To authorise affixation of common seal of the Company;

11. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

12. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

13. To dematerialize or rematerialize the issued shares;

14. To ensure proper and timely attendance and redressal of investor queries and grievances

15. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or by any other regulatory authority; and

16. Performing such other functions as may be necessary or appropriate for the performance of its duties.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. Dharmishta Narendraprasad Raval, Independent Director, *Chairperson*;
2. Nishita Nirmal Mhatre; Independent Director and
3. Suresh Kumar Sethi, Managing Director and Chief Executive Officer

The Board adopted the scope and function of the Corporate Social Responsibility Committee in accordance with Section 135 of the Companies Act in its meeting on June 23, 2021. The terms of reference of the Corporate Social Responsibility Committee of our Company include the following:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII, of the Companies Act, 2013. The activities should be within the list of permitted activities specified in the Companies Act, 2013 and the rules thereunder;

2. Recommend the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;

3. Monitor the CSR Policy of the company from time to time and issue necessary directions as required for proper implementation and timely completion of the corporate social responsibility programmes;

4. Institute a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;

5. Identify corporate social responsibility policy partners and CSR policy programmes;

6. Ensure that the administrative overheads shall not exceed 5% of total CSR expenditure of the Company for a particular financial year;

7. Identify and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and

8. Perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the Corporate Social Responsibility activities of the Company.

Other committees of our Company

The members of the IPO Committee are:

1. Shailesh Vishnubhai Haribhakti, Independent Director;
2. Karan Omprakash Bhagat, Non-Executive Director; and
3. Mukesh Agarwal, Non-Executive Director

The terms of reference of the IPO Committee, adopted pursuant to a resolution of the Board of Directors dated March 23, 2021 authorise it to, *inter alia*,

a) make applications, seeking clarifications, obtain approvals and seek exemptions from, where necessary, the RBI, the SEBI, the RoC and any other governmental or statutory authorities in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications/amendments as may be required in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, as applicable;

b) appointing, in consultation with the BRLMs, the registrar and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws including legal counsels, banks or agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents;

c) decide in consultation with the BRLMs on the size, timing, pricing, discount, reservation and all the terms and conditions of the Offer, including the price band (including the issue price for anchor investors), bid period, offer price, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations thereto;

d) take all actions as may be necessary and authorized in connection with the Offer for Sale and to approve and take on record the transfer of Equity Shares in the Offer for Sale, extending the Bid/Offer period, revision of the Price Band, allow revision of the Offer for Sale portion in case any Selling Shareholder decides to revise it, in accordance with applicable laws;

e) settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under applicable laws to the officials of the Company;

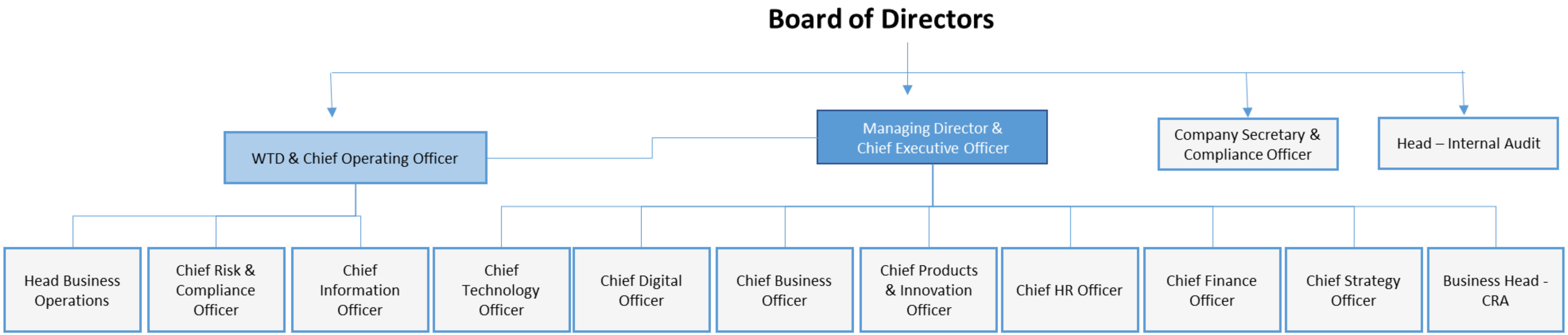
f) negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;

g) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus, the red herring prospectus and the Prospectus as applicable;

h) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith; and

i) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer

Management Organisation Chart



Key Managerial Personnel

The details of the Key Managerial Personnel of our Company are as follows:

Suresh Kumar Sethi is the Managing Director and the Chief Executive Officer of our Company. For further details see "– *Brief Biographies of Directors*" and "*Terms of appointment of our Executive Director*" on pages 153 and 154, respectively.

Jayesh Waman Sule is a Whole-time Director and Chief Operating Officer of our Company. For further details see "– *Brief Biographies of Directors*" and "*Terms of appointment of our Executive Director*" on pages 153 and 154, respectively.

Milind Mungale is the Head of IT Infrastructure and Security and Executive Vice President of our Company and Chief Executive Officer designate of our wholly owned subsidiary, NSDL e-Governance Infosec Services Limited. He holds a bachelor's degree in science from Bhopal University. He is a certified information systems auditor. He was previously associated with Amritlal Chemaux Limited, Borosil Glass Works Limited and Lok Infotech Private Limited and Cable Corporation of India Limited and has over 34 years of experience in the IT sector. He joined our Company on September 14, 1996 as an Assistant Manager - Systems and was promoted to Executive Vice President with effect from October 1, 2017. He was paid an aggregate compensation of ₹ 8.92 million in the Financial Year 2021.

Gopa Kumar T.N. is the Chief Business Officer and the interim Chief Human Resources Officer and Executive Vice President of our Company. He holds a bachelor's degree in science from Gandhiji University and post graduate diploma in personnel management from Lal Bahadur Shastri Institute of Management and Development Studies. He holds a diploma in personnel management in Tata Institute of Social Sciences. He has over 27 years of experience in business administration. He was previously associated with NIIT Limited, Aqua Faucets Private Limited and Graphic Designers & Creative Consultants. He joined our Company on October 7, 1996 as an officer and was promoted to Executive Vice President with effect from December 1, 2020. He was paid an aggregate compensation of ₹ 5.37 million in the Financial Year 2021.

Dharmesh Parekh is the Chief Information Officer and Executive Vice President of our Company. He holds a bachelor's degree in engineering in electronics engineering from University of Bombay and completed post graduate program in artificial intelligence and machine learning from Great Lakes Executive Learning. He has over 24 years of experience in information technology. He joined our Company on November 25, 1996 as Assistant Manager and was promoted to Executive Vice President with effect from October 1, 2017. He was paid an aggregate compensation of ₹ 8.93 million in the Financial Year 2021.

Tejas Desai is the Chief Financial Officer and Executive Vice President of our Company. He has passed the final examination conducted by the Institute of Chartered Accountants of India. He previously worked for stock broker Ketan C. Sheth and has over 27 years of experience in financial services. He joined our Company on January 20, 1997 as an Assistant Manager and was promoted to Executive Vice President with effect from October 1, 2017. He was paid an aggregate compensation of ₹ 8.38 million in Financial Year 2021.

Amit Sinha is the Business Head **-** CRA and Executive Vice President of our Company. He holds a bachelor's degree in science from Bhagalpur University and a master's of business administration from Amravati University. He was previously associated with Stock Holding Corporation of India Limited and has over 27 years of experience in business administration. He joined our Company on March 1, 1997 as a Manager and was promoted to Executive Vice President with effect from October 3, 2008. He was paid an aggregate compensation of ₹ 8.95 million in the Financial Year 2021.

Dattaram Sadanand Mhadgut is the Chief Technology Officer and Senior Vice President of our Company. He holds a bachelor's degree in engineering in computer engineering from University of Mumbai. He has over 24 years of experience in software engineering. He joined our Company on April 1, 1997 as an Officer and was promoted to Senior Vice President with effect from October 1, 2017. He was paid an aggregate compensation of ₹ 5.69 million in the Financial Year 2021.

Hiten Mehta is the Head of Business Operations and Senior Vice President of our Company. He is a member of the Institute of Chartered Accountants of India. He has over 21 years of experience in financial services. He joined our Company on June 12, 2000 as an Assistant Manager and was promoted to Senior Vice President with effect from October 1, 2013. He was paid an aggregate compensation of ₹ 6.00 million in the Financial Year 2021.

Kapil Kapoor is the Chief Risk and Compliance Officer and Senior Vice President of our Company. He holds a master's degree in business administration from University of Pune. He has over 25 years of experience in the financial and technological services. He joined our Company on June 24, 1996 as an Officer and was promoted to Vice President with effect from August 1, 2011. He was paid an aggregate compensation of ₹ 4.76 million in the Financial Year 2021.

Vivek Acharya is the Head – Internal Audit and Vice President of our Company. He has completed diploma in computer management from University of Bombay. He was previously associated with the Directorate of Industries. He joined our Company on May 29, 1997 as an Officer and was promoted to Vice President with effect from April 1, 2015 and has over 33 years of experience in software development and administration. He was paid an aggregate compensation of ₹ 5.40 million in the Financial Year 2021.

Ashwini Naigaonkar is the Systems Architecture and Delivery and Vice President of our Company. She holds a bachelor's degree in engineering from University of Pune. She has approximately 25 years of experience and was previously associated with Unidiam Trading Syndicate. She joined our Company on December 1, 1998 as an Officer and was promoted to Vice President with effect from April 1, 2015. She was paid an aggregate compensation of ₹ 5.02 million in the Financial Year 2021.

Ankush Kishor Deshpande is the Business Development (Enterprise & Retail) and Vice President of our Company. He holds a bachelor's degree in engineering in mechanical and a master's degree in business administration from University of Pune. He was previously associated with Supertech Solutions Limited, Prestel and Alfa Laval (India) Limited and has over 21 years of experience in business administration. He joined our Company on June 1, 2000 as an Officer and was promoted to Vice President with effect from March 1, 2017. He was paid an aggregate compensation of ₹ 4.41 million in the Financial Year 2021.

Nitin Joshi is the Head – Sales & Distribution and Vice President of our Company. He has cleared the final examination conducted by the Institute of Cost and Works Accountants of India and the Institute of Chartered Accountants of India. He was previously associated with Steel Authority of India Limited and has over 23 years of experience in financial services. He joined our Company on June 30, 2000 as an Officer and was promoted to Vice President with effect from March 1, 2017. He was paid an aggregate compensation of ₹ 4.34 million in the Financial Year 2021.

Devendra Tanaji Rane is the Head of Innovation Lab and Vice President of our Company. He holds a bachelor's degree in engineering in computer engineering from University of Mumbai and a master's degree in engineering in information technology from Savitribai Phule Pune University. He has over 20 years of experience and was previously associated with NSDL Database Management Limited, Tata Consultancy Services Limited, Birla Technologies Limited and j2 Global Communications. He joined our Company on March 1, 2017 as a Vice President. He was paid an aggregate compensation of ₹ 5.02 million in the Financial Year 2021.

Kishore D. Sudra is the Vice President of our Company. He has completed course in managing IBM PC/XT Installations from Narsee Monjee Institute of Management Studies and certificate course in computer hardware maintenance from PC Point. He has over 28 years of experience and was previously associated with Datacomp Computer and Eiko Computers Private Limited. He joined our Company on February 1, 1999 as an Officer and was promoted to Vice President with effect from March 1, 2017. He was paid an aggregate compensation of ₹ 4.29 million in the Financial Year 2021.

Prasenjit Mukherjee is the Vice President of our Company. He has completed post graduate diploma course in business management from the Institute of Modern Management. He has cleared the final examination conducted by the Institute of Cost and Works Accountants of India. He was previously associated with Radar Securities Limited and Safety Products and Services and has over 22 years of experience. He joined our Company on November 1, 2000 as an Officer and was promoted to Vice President with effect from March 1, 2017. He was paid an aggregate compensation of ₹ 4.87 million in the Financial Year 2021.

Maulesh Kantharia is the Company Secretary and Compliance Officer and Assistant Vice President of our Company. He holds a bachelor's degree in commerce from Gujarat University. He has cleared the final examination conducted by the Institute of Company Secretaries of India and the Institute of Chartered Accountants of India. He has over 20 years of experience and was previously associated with Indian Institute of Management, Ahmedabad, Faering Capital Private Limited, HSBC Private Equity Advisors (India) Private Limited, CFC India Services Private Limited, Axis Private Equity Limited, Jefferies India Private Limited. He joined our Company on August 2, 2017 as an Assistant Vice President. He was paid an aggregate compensation of ₹ 3 million in the Financial Year 2021.

Status of Key Managerial Personnel

All our Key Managerial Personnel are permanent employees of our Company. The attrition rate of our Company is not high as compared to the industry. For more information, please see "*Risk Factors – 13. We depend on the continued service of our employees, and our business and growth prospects may be disrupted if we lose our employees' services or if employee costs increase.*" on page 29.

Arrangement or understanding with major Shareholders, Customers, Suppliers or Others

There is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel have been appointed.

Shareholding of Key Managerial Personnel

Except as disclosed below, none of our Key Managerial Personnel hold any Equity Shares in our Company.

S. No.	Name	No. of Equity Shares	Percentage of the pre-Offer Equity Share Capital (%)	Total holding including Equity Shares, vested and unvested stock options
1.	Suresh Kumar Sethi	Nil	Nil	61,500
2.	Jayesh Waman Sule	41,097	Negligible	42,597

S. No.	Name	No. of Equity Shares	Percentage of the pre-Offer Equity Share Capital (%)	Total holding including Equity Shares, vested and unvested stock options
3.	Milind Mungale	10,000	Negligible	14,133
4.	Dharmesh Parekh	9,598	Negligible	13,298
5.	Tejas Desai	9,284	Negligible	12,878
6.	Gopa Kumar TN	8,315	Negligible	10,951
7.	Vivek Acharya	6,748	Negligible	9,298
8.	Ashwini Naigaonkar	6,748	Negligible	9,298
9.	Ankush Kishore Deshpande	6,581	Negligible	8,440
10.	Devendra Tanaji Rane	6,303	Negligible	8,705
11.	Kishore D. Sudra	6,306	Negligible	8,709
12.	Prasenjit Mukherjee	6,105	Negligible	8,440
13.	Hiten Mehta	6,000	Negligible	11,225
14.	Kapil Kapoor	4,382	Negligible	9,164
15.	Amit Sinha	4,000	Negligible	15,834
16.	Nitin Joshi	2,035	Negligible	8,440
17.	Dattaram Sadanand Mhadgut	2,336	Negligible	9,742
18.	Maulesh Kantharia	2,500	Negligible	5,096

Relationship between our Key Managerial Personnel and Directors

None of the Key Managerial Personnel are either related to each other or to our Directors.

Interests of Key Managerial Personnel

Our Key Managerial Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Some of our Key Managerial Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held in our Company or equity shares held in our Subsidiaries, if any. Some of our KMPs, holds equity shares in the Company. For details, refer to "*Our Management - Shareholding of Key Managerial Personnel*". Further, some of our Key Managerial Personnel currently hold and may in the future hold positions in our Company or in our Subsidiaries, and in consideration for these services, they are paid managerial remuneration in accordance with the provisions of applicable law. Some of our KMPs may also be deemed to be interested to the extent of any dividend payable to them and/ or their relatives and other distributions in respect of securities held by them and/or their relatives in our Company or in our Subsidiaries, if any. Some of our Directors are also entitled to employee stock options under the ESOP Scheme. For further details, refer to "*Our Management– Shareholding of Key Managerial Personnel in our Company*" on page 167.

Changes in the Key Managerial Personnel

The changes in the Key Managerial Personnel in the last three years are as follows:

Name	Designation	Date of change	Reason for change
Gopa Kumar T.N.	Executive Vice President	October 1, 2020	Promotion
Suresh Kumar Sethi	Managing Director and Chief Executive Officer	February 18, 2021	Appointment
Kapil Kapoor	Senior Vice President	October 1, 2021	Promotion

Service Contracts with Key Managerial Personnel

Our Key Managerial Personnel have not entered into any service contracts with our Company.

Payment or benefit to Key Managerial Personnel

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors and Key Managerial Personnel are entitled to any benefits upon retirement or termination of employment under any service contract entered into with our Company.

Except as stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no amount or benefit has been paid or given, in the two years preceding the date of this Draft Red Herring Prospectus, or is intended to be paid or given to any of our Company's officers except remuneration for services rendered as Directors, officers or employees of our Company.

Bonus or profit sharing plans of the Key Managerial Personnel

None of our Key Managerial Personnel is party to any bonus or profit sharing plan of our Company, other than the performance linked incentives given to them.

Contingent and deferred compensation payable to Key Managerial Personnel

Except employee stock options granted pursuant to the ESOP Scheme, there is no contingent or deferred compensation payable to Key Managerial Personnel, which does not form part of their remuneration.

Employees Stock Options

For details of the ESOP Scheme, see "*Capital Structure – Employee Stock Option Scheme*" on page 72.

OUR PRINCIPAL SHAREHOLDERS

Our Company is a professionally managed company and does not have any identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act. Consequently, there are no members forming part of the 'promoter group' in terms of the SEBI ICDR Regulations.

Principal Shareholders

Shareholders who control 15% or more of the voting rights in our Company

As on the date of the Draft Red Herring Prospectus, except for NSEIL, which holds 24.88% of the paid-up pre-Offer Equity Share capital of our Company, no shareholder controls 15% or more of the voting rights in our Company. Further, IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6 and IIFL Special Opportunities Fund – Series 7 ("**IIFL Entities**") collectively hold 29.81% of the paid-up pre-Offer Equity Share capital of our Company. For further details, see "*Capital Structure*" on pages 65. Post the Offer, no shareholder will hold more than 25.00% of the post-Offer Equity Share capital of the Company.

NSEIL and the IIFL Entities are also participating in the Offer for Sale. For further details, see "*The Offer*" on page 51.

OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations and pursuant to the resolution passed by our Board at its meeting held on August 17, 2021, group companies of our Company shall include (i) companies (other than the Subsidiaries of the Company) with which there were related party transactions as per the Restated Consolidated Financial Information; and (ii) any other company that are considered material by the Board ("**Materiality Policy**"), shall be considered as the group companies.

Based on the Materiality Policy, our Group Company is NSE Investments Limited ("**NSEIL**"). The registered office of NSEIL is situated at Exchange Plaza, Plot C-1, Block G Bandra- Kurla Complex, Bandra (East), Mumbai 400 051, India.

In accordance with the SEBI ICDR Regulations certain financial information in relation to our Group Company for the previous three financial years, extracted from its audited financial statements (as applicable) are available at its website at https://www.nseindia.com/nse-investments/financial-information-disclosures.

Our Company is providing the link to such website solely to comply with the requirements specified under the SEBI ICDR Regulations.

None of our Company, the BRLMs or any of the Company's or the BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the website indicated above.

Interest of Group Company in our Company

(a) ***Business interests***

Our Group Company is not interested in the promotion or any business interest or other interests in our Company, except as disclosed in "*Related Party Transactions*" on page 257.

(b) ***In the properties acquired by our Company in the past three years preceding the filing of this Draft Red Herring Prospectus with SEBI or proposed to be acquired***

Our Group Company is not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus with SEBI or proposed to be acquired by our Company.

(c) ***In transactions for acquisition of land, construction of building and supply of machinery***

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits amongst the Group Company with our Company

There are no common pursuits between our Group Company and our Company.

Related business transactions with our Group Company and significance on the financial performance of our Company

For details of related party transactions between our Company and our Group Company, see "*Related Party Transactions"* on page 257.

Litigation

Our Group Company is not party to any pending litigations which will have a material impact on our Company.

DIVIDEND POLICY

The declaration and payment of dividends is recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable law, including the Companies Act.

The dividend policy of our Company was adopted and approved by our Board in their meeting held on March 23, 2021 ("**Dividend Policy**"). In terms of the Dividend Policy, the dividend, if any, will depend on a number of internal and external factors, which, *inter alia*, include (i) profits earned by our Company during the year, (ii) present and future capital requirements of the existing business of our Company, (iii) new project plans to be implemented by our Company; (iv) expansion and modernisation of the existing business of our Company, (v) fresh investments into external businesses, major repairs and maintenance, contingency or any similar fund. As per the Dividend Policy, our Board may (i) declare interim dividends during the year, and (ii) declare dividend, *inter alia*, out of the profits of our Company for a specific year, after providing for depreciation or can be declared out of the profits of our Company for any previous financial year etc.

Equity Shares

The details of dividend on Equity Shares declared and paid by our Company in the last three Financial Year, until the date of this Draft Red Herring Prospectus are given below:

(in ₹ million, except share data)

Particulars [1]	**From April 1, 2021 till the date of this Draft Red Herring Prospectus**	**For the period ended**		
		March 31, 2021	**March 31, 2020**	**March 31, 2019**
No. of Equity Shares of face value of ₹ 10	40,267,130	40,139,462	40,007,981	40,005,300
Eligible no. of Equity Shares of face value of ₹10 each for a special dividend	-	40,139,462	-	-
Eligible no. of Equity Shares of face value of ₹10 each for a final dividend	-	40,267,130	40,007,981	40,005,300
Face value of Equity Shares (₹ per share)	10	10	10	10
Special dividend (₹ in million)	-	1,404.88	Nil	Nil
Final dividend (₹ in million)	-	362.40	400.08	260.03
Dividend distribution tax (₹ in million)	-	Nil	Nil	53.44
Special Dividend per share (₹)	-	35.00	Nil	Nil
Special Dividend rate (%)	-	350	Nil	Nil
Final dividend per share (₹)	-	9.00	10.00	6.50
Final dividend rate (%)	-	90	100	65

1. *As certified by M/s S D T & Co, Chartered Accountants, pursuant to their certificate dated December 23, 2021*

The amounts paid as dividends in the past are not necessarily indicative of our dividend policy or dividend amounts, if any, in the future. For details in relation to the risk involved, please see "*Risk Factors- 50. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements***.**" on page 41.

SECTION V: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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Independent Auditor's Examination Report on Restated Consolidated Financial Information

The Board of Directors
NSDL e-Governance Infrastructure Limited
Times Tower, 1st Floor
Kamala Mills Compound
Lower Parel
Mumbai - 400013

Dear Sirs,

1. We have examined, the attached Restated Consolidated Financial Information of NSDL e-Governance Infrastructure Limited (the "Company" or the "Issuer" or "Holding Company") and its Subsidiaries (the Company and its subsidiaries together referred to as the "Group"), comprising the Restated Consolidated Balance sheet as at 30 June 2021, 30 June 2020, 31 March 2021, 31 March 2020 and 31 March 2019, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the period ended 30 June 2021 and 30 June 2020 and the years ended 31 March 2021, 31 March 2020 and 31 March 2019 and 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 17 August 2021 for the purpose of inclusion in the draft red herring prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offer of equity shares ("IPO") 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 of inclusion in the DRHP to be filed with Securities and Exchange Board of India **("SEBI")**, the stock exchanges where the equity shares of the Company are proposed to be listed **("Stock Exchanges")** and Registrar of Companies, Maharashtra, 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 1.1 of Annexure V to the Restated Consolidated Financial Information. The respective Board of Directors of the companies included in the Group responsibility 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 letter dated 26 July 2021 in connection with the proposed IPO of equity shares of the Company;

   (b) The Guidance Note. This 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 IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

   Audited Consolidated Ind AS financial statements of the Group as at and for the period ended 30 June 2021 and 30 June 2020 and years ended 31 March 2021, 31 March 2020 and 31 March 2019, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under the 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 at their meeting held on 17 August 2021, 17 August 2021, 7 May 2021, 22 June 2020 and 5 June 2019 respectively.

5. For the purpose of our examination, we have relied on:

   Auditor's report issued by us dated 17 August 2021, 17 August 2021, 07 May 2021, 22 June 2020 and 5 June 2019, on the consolidated financial statements of the Group as at and for the period ended 30 June 2021 and 30 June 2020 and for the years ended 31 March 2021, 31 March 2020 and 31 March 2019 respectively as referred to in paragraph 4 above.

6. As indicated in our reports referred in paragraph 5 above,

   a. we did not audit the financial statements of two subsidiaries for year ended 31 March 2021 and one subsidiary for the year ended 31 March 2020 and 31 March 2019 and period ended 30 June 2021 whose share of total assets (before consolidation adjustments), total revenues (before consolidation adjustments) and net cash flows inflows / (outflows) (before consolidation adjustments) for the respective years/period have been given in the table below. The financial statements of these subsidiaries have been audited by other auditors and whose reports have been furnished to us by the Company's management and our opinion, in so far as it relates to the amounts and disclosures included in the restated consolidated financial information is based solely on the audit reports of the other auditors. Further, of the two subsidiaries, one subsidiary is located outside India whose financial statements for year ended 31 March 2021, 31 March 2020 and 31 March 2019 have been prepared in accordance with accounting principles generally accepted in that country and which have been audited by other auditor under generally accepted auditing standards applicable in that country. The Holding Company's management has converted the financial statements of this subsidiary located outside India from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management.

Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

(Rs. In Million)

Particulars	For the period ended		For the year ended		
	30 June 2021	30 June 2020	31 March 2021	31 March 2020	31 March 2019
Number of Subsidiaries	1	-	2	1	1
Total Assets	30.13	-	30.58	0.55	2.00
Total Revenues	-	-	-	-	-
Total cash inflows/ (outflows)	(0.05)	-	29.44	0.51	(0.90)

Details of entities audited by other auditors for the respective year/period

Name of Subsidiaries	Nature of relation	Name of the Auditors	Period of their audit
NSDL e-Governance Account Aggregator Limited	Subsidiary	R M R & Co.	2 November 2020 to 31 March 2021 1 April 2021 to 30 June 2021
NSDL e-Governance (Malaysia) SDN BHD	Subsidiary	Mathew & Partners	31 March 2021, 31 March 2020, 31 March 2019

b. We did not audit financial statements of two subsidiaries for period ended 30 June 2021 whose financial information reflect total assets (before consolidation adjustments) of Rs. 0.44 million as at 30 June 2021, total revenues (before consolidation adjustments) of Rs. Nil and net cash inflows/(outflows) (before consolidation adjustments) amounting to Rs. (0.25) million for the period ended on that date, one subsidiary for year ended 31 March 2021 whose financial information reflect total assets (before consolidation adjustments) of Rs. Nil as at 31 March 2021, total revenues (before consolidation adjustments) of Rs. Nil and net cash inflows amounting to Rs. Nil for the year ended on that date and one subsidiary for period ended 30 June 2020 whose financial information reflect total assets (before consolidation adjustments) of Rs. 0.55 million as at 30 June 2020, total revenues (before consolidation adjustments) of Rs. Nil and net cash inflows amounting to Rs. 0.003 million for the period ended on that date as considered in the consolidated financial statements. These unaudited financial statements have been furnished to us by the Management of the Holding Company and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Details of entities not subjected to audit

Name of Subsidiaries	Nature of relation	Period
NSDL e-Governance Australia Pty Ltd	Subsidiary	9 December 2020 to 31 March 2021 1 April 2021 to 30 June 2021
NSDL e-Governance (Malaysia) SDN BHD	Subsidiary	Period ended 30 June 2021 & 30 June 2020

Our opinion on the consolidated Ind AS financial statements is not modified in respect of these matters.

7. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:

   i) have been prepared after incorporating adjustments for the changes in accounting policies, and regrouping/reclassifications retrospectively in the financial period ended 30 June 2020 and years ended 31 March 2021, 31 March 2020 and 31 March 2019 to reflect the same accounting treatment as per the accounting policies and groupings/classifications followed as at and for the period ended 30 June 2021;

   ii) does not contain any qualifications requiring adjustments; and

   iii) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the audited consolidated financial statements mentioned in paragraph 4 above.

9. 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.

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

11. Our report is intended solely for the use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, stock exchanges and Registrar of Companies, Maharashtra, in connection with the IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any 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 **B S R & Associates LLP**
Chartered Accountants
ICAI firm registration number: 116231W/W-100024

Shabbir Readymadewala
Partner
Membership No.: 100060
ICAI UDIN: 21100060AAAADO8158

Place: Mumbai
Date: 17 August 2021

Appendix I

List of subsidiaries of NSDL e-Governance Infrastructure Limited

Name of Subsidiaries	Nature of relation	Country & Date of incorporation
NSDL e-Governance Account Aggregator Limited	Subsidiary	India (2 November 2020)
NSDL e-Governance Australia Pty Ltd	Subsidiary	Australia (9 December 2020)
NSDL e-Governance (Malaysia) SDN BHD	Subsidiary	Malaysia (26 January 2017)

NSDL e-Governance Infrastructure Limited

Annexure I - Restated Consolidated Balance Sheet

Currency : (₹ in Million)

		Particulars	Note	As at 30.06.2021	As at 30.06.2020	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019
		Assets						
1		**Non-current assets**						
	a	Property, plant and equipment	*2(a)*	**529.62**	511.95	493.87	485.53	1,310.37
	b	Capital work-in-progress	*2(b)*	**0.91**	1.07	14.21	54.28	51.30
	c	Right of use assets	*27*	**46.09**	117.44	57.20	136.70	213.59
	d	Other intangible assets	*2(a)*	**19.17**	8.00	13.30	3.98	41.36
	e	Financial assets						
	i	Investments	*4*	**2,725.96**	3,840.33	2,736.79	3,849.01	3,260.93
	ii	Other financial assets	*5*	**216.15**	247.49	212.83	238.92	254.23
	f	Income tax assets (net)	*6*	**281.60**	291.51	277.20	256.98	185.55
	g	Deferred tax assets (net)	*6*	**116.42**	35.73	91.23	30.50	12.03
	h	Other non-current assets	*7*	**20.42**	12.69	20.59	18.70	62.88
		Total non-current assets		**3,956.35**	5,066.21	3,917.22	5,074.60	5,392.24
2		**Current Assets**						
	a	Financial assets						
	i	Investments	*8*	**518.72**	218.34	114.36	212.07	464.20
	ii	Trade receivables	*9*	**2,119.46**	2,367.63	1,977.43	2,107.14	1,818.76
	iii	Cash and cash equivalents	*10*	**165.10**	125.11	734.61	410.43	393.84
	iv	Other bank balances (bank balances other than iii above)	*11*	**548.24**	343.23	416.83	90.64	161.00
	v	Other financial assets	*5*	**144.34**	214.84	191.22	216.63	182.41
	b	Other current assets	*7*	**473.48**	490.41	448.23	463.30	283.59
		Total current assets		**3,969.34**	3,759.56	3,882.68	3,500.21	3,303.80
3		**Assets held for sale**	*3*	**823.94**	823.94	823.94	823.94	-
		Total assets		**8,749.62**	9,649.71	8,623.84	9,398.75	8,696.04
		Equity and liabilities						
1		**Equity**						
	a	Equity share capital	*12*	**401.39**	400.08	401.39	400.08	400.05
	b	Other equity	*13*	**6,382.78**	7,242.31	6,275.05	7,135.91	6,255.20
		Equity attributable to shareholders of the Company		**6,784.18**	7,642.39	6,676.44	7,535.99	6,655.25
		Non-controlling interest	*13&28*	**(1.85)**	(1.85)	(1.85)	(1.85)	(1.14)
		Total equity		**6,782.32**	7,640.54	6,674.59	7,534.14	6,654.11
2		**Liabilities**						
	1	**Non-current liabilities**						
	a	Financial liabilities						
	i	Lease liabilities	*27*	**7.55**	51.32	18.66	66.76	139.15
	ii	Other financial liabilities	*15*	**-**	-	-	-	17.10
	b	Provisions	*16*	**160.29**	46.03	134.71	98.60	83.10
	c	Other non-current liabilities	*17*	**12.08**	13.60	11.22	16.44	32.77
		Total non current liabilities		**179.92**	110.95	164.59	181.80	272.12
	2	**Current liabilities**						
	a	Financial liabilities						
	i	Lease liabilities	*27*	**43.65**	70.70	43.21	72.32	64.22
	ii	Trade payables						
		1. Total outstanding dues of micro enterprises and small enterprises	*14&32*	**30.78**	49.10	167.10	60.60	50.80
		2. Total outstanding dues of creditors other than micro enterprises and small enterprises	*14*	**1,048.26**	989.11	821.31	826.24	848.93
	iii	Other financial liabilities	*15*	**149.43**	119.25	152.71	179.61	154.48
	b	Provisions	*16*	**35.46**	140.37	103.48	96.49	52.16
	c	Other current liabilities	*17*	**479.80**	529.69	496.85	447.55	545.98
	d	Income tax liabilities (net)	*6*	**-**	-	-	-	53.24
		Total current liabilities		**1,787.39**	1,898.22	1,784.66	1,682.81	1,769.81
		Total equity and liabilities		**8,749.62**	9,649.71	8,623.84	9,398.75	8,696.04

NSDL e-Governance Infrastructure Limited

Annexure I - Restated Consolidated Balance Sheet *(Continued)*

Currency : (₹ in Million)

	Note
See accompanying notes to the restated consolidated financial information	*1 to 38*

The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial information appearing in Annexure VII.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala
Partner
Membership No. 100060

Place : Mumbai
Date: 17 August 2021

For and on behalf of the Board of Directors of
NSDL e-Governance Infrastructure Limited
(CIN: U72900MH1995PLC095642)

Shailesh Haribhakti
Chairman
DIN-00007347

Suresh Sethi
Managing Director and CEO
DIN-06426040

Jayesh Sule
Whole Time Director
DIN-07432517

Tejas Desai
Chief Financial Officer

Place : Mumbai
Date: 17 August 2021

Maulesh Kantharia
Company Secretary

NSDL e-Governance Infrastructure Limited

Annexure II - Restated Consolidated Statement of Profit and Loss

Currency : (₹ in Million)

	Note	**For the period ended June 30, 2021**	For the period ended June 30, 2020	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Income						
Revenue from operations	*18*	**1,345.10**	963.95	6,031.32	7,161.39	7,552.40
Other income	*19*	**85.83**	109.29	488.95	385.01	332.64
Total Income		**1,430.93**	1,073.24	6,520.27	7,546.40	7,885.04
Expenses						
Employee benefits expense	*20*	**177.87**	173.57	752.67	686.28	651.77
Finance costs	*27*	**1.36**	3.10	9.45	16.23	21.89
Depreciation and amortisation expense	*2(a)&27*	**40.61**	45.23	167.91	270.11	275.96
Other expenses	*21*	**1,088.07**	715.91	4,430.22	4,997.61	5,130.45
Total Expenses		**1,307.91**	937.81	5,360.25	5,970.23	6,080.07
Profit before tax		**123.02**	135.42	1,160.02	1,576.17	1,804.97
Less : Tax expense						
Current tax	*6*	**46.40**	23.90	298.90	376.10	573.71
Deferred tax	*6*	**(25.19)**	(5.23)	(60.73)	(18.47)	(4.04)
Total tax expense		**21.21**	18.67	238.17	357.63	569.67
Profit for the period/year (A)		**101.81**	116.76	921.85	1,218.54	1,235.30
Other comprehensive income						
Items that will not be reclassified subsequently to profit or loss						
Re-measurement of the defined benefit liability / asset		**2.16**	(12.16)	(28.60)	(37.86)	(1.41)
Total other comprehensive income (net of tax) (B)		**2.16**	(12.16)	(28.60)	(37.86)	(1.41)
Total comprehensive income (A+B)		**103.97**	104.60	893.25	1,180.68	1,233.89
Profit for the period/year attributable to :						
Owners of the Company		**101.81**	116.76	921.85	1,219.25	1,236.04
Non-controlling interest		-	-	-	(0.71)	(0.74)
		101.81	116.76	921.85	1,218.54	1,235.30
Other comprehensive income for the period/year attributable to:						
Owners of the Company		**2.16**	(12.16)	(28.60)	(37.86)	(1.41)
Non-controlling interest		-	-	-	-	-
		2.16	(12.16)	(28.60)	(37.86)	(1.41)
Total comprehensive income for the period/year attributable to:						
Owners of the Company		**103.97**	104.60	893.25	1,181.39	1,234.63
Non-controlling interest		-	-	-	(0.71)	(0.74)
		103.97	104.60	893.25	1,180.68	1,233.89
Earnings per equity share						
Weighted average equity shares used in computing earnings per equity share						
- Basic		**40,139,462**	40,007,981	40,050,487	40,005,469	40,000,348
- Diluted		**40,188,935**	40,116,712	40,085,730	40,096,691	40,055,432
Equity shares of par value ₹ 10 each						
- Basic earnings per share (₹)	*22*	**2.54**	2.92	23.02	30.48	30.90
- Diluted earnings per share (₹)	*22*	**2.53**	2.91	23.00	30.41	30.86

Annexure II - Restated Consolidated Statement of Profit and Loss *(Continued)*

Currency : (₹ in Million)

	Note
See accompanying notes to the restated consolidated financial information	1 to 38

The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial information appearing in Annexure VII.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

For and on behalf of the Board of Directors of
NSDL e-Governance Infrastructure Limited
(CIN: U72900MH1995PLC095642)

Shabbir Readymadewala
Partner
Membership No. 100060

Place : Mumbai
Date : 17 August 2021

Shailesh Haribhakti
Chairman
DIN-00007347

Suresh Sethi
Managing Director and CEO
DIN-06426040

Jayesh Sule
Whole Time Director
DIN-07432517

Tejas Desai
Chief Financial Officer

Place : Mumbai
Date : 17 August 2021

Maulesh Kantharia
Company Secretary

Annexure VII - Statement of Adjustments to the Restated Consolidated Financial information

Currency : (₹ in Million)

Statement of restatement adjustments

Summarised below are the adjustments made to the net profit of the audited consolidated financial statements of the Group for the year ended 31 March 2021, 31 March 2020 and 31 March 2019 and period ended 30 June 2021 and 30 June 2020 their impact on the profit of the Group:

(₹ in Million)

Particulars	**For the period ended June 30, 2021**	For the period ended June 30, 2020	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Total net profit as per Audited Consolidated Financial Statements	**101.06**	117.65	922.82	1,211.88	1,243.56
Restatement adjustments:					
Adjustment in revenue as per Ind AS 115					
Change in accounting policy - Ind AS 116:					
Interest on lease liabilities	-	-	-	-	(21.89)
Depreciation on Right of use assets	(0.02)	0.92	5.03	4.38	(77.32)
Adjustment for rent expenses	-	-	-	0.15	80.25
Interest unwinding on security deposits	-	-	(1.43)	0.15	6.96
Deferred tax on Right of use assets	**0.74**	(1.81)	(4.57)	1.98	3.74
Total restatement adjustments	**0.72**	(0.89)	(0.97)	6.66	(8.26)
Total net profit as per Restated Consolidated Financial Information	**101.78**	116.76	921.85	1,218.54	1,235.30

Summarised below are the adjustments made to the equity of the audited consolidated financial statements of the Group for the year ended 31 March 2021, 31 March 2020 and 31 March 2019 and period ended 30 June 2021 and 30 June 2020 and their consequential impact on the equity of the Group:

(₹ in Million)

Particulars	**As at June 30, 2021**	As at June 30, 2020	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Total Equity as per Audited Consolidated Financial Statements	**6,785.07**	7,643.98	6,677.16	7,535.74	6,662.37
Cumulative impact on adoption of Ind AS 116	(2.75)	(3.46)	(2.57)	(1.60)	(8.26)
Total Equity as per Restated Consolidated Financial Information	**6,782.32**	**7,640.52**	**6,674.59**	7,534.14	6,654.11

1 Ind AS 115 - Revenue from contract with customers has been notified and effective for financial statements from 1 April 2018 which prescribes the accounting of the revenue from contract with customers. The change in accounting policy was already considered retrospectively from 1 April 2018 for preparing the Ind AS audited financial statements. There is no impact in the Restated Consolidated Financial Information of the Group.

2 Ind AS 116 - Leases has been notified and effective for financial statements from 1 April 2019 which prescribes the accounting of the lease contracts entered in the capacity of the lessee and a lessor. The Group has applied Ind AS 116 for preparing the Ind AS audited financial statements for the period beginning from 1 April 2019. For the purpose of preparing Restated Consolidated Financial I, Ind AS 116 has been applied retrospectively with effect from 1 April 2018.
Effective 1 April 2018, the Group has recognised lease liability measured at an amount equal to present value of remaining lease payments and corresponding Right of Use asset at an amount equivalent to lease liability adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before 1 April 2018.

NSDL e-Governance Infrastructure Limited

Annexure III - Restated Consolidated statement of changes in equity

Currency : (₹ in Million)

A. EQUITY SHARE CAPITAL

(₹ in Million)

Balance as at April 1, 2018	Changes in equity share capital during the year	Balance as at March 31, 2019
400.00	0.05	400.05

Balance as at April 1, 2019	Changes in equity share capital during the year	Balance as at March 31, 2020
400.05	0.03	400.08

Balance as at April 1, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
400.08	1.31	401.39

Balance as at April 1, 2020	Changes in equity share capital during the period	Balance as at June 30, 2020
400.08	-	400.08

Balance as at April 1, 2021	Changes in equity share capital during the period	Balance as at June 30, 2021
401.39	-	401.39

B. OTHER EQUITY

(₹ in Million)

Particulars	Other equity#						
	Attributable to owners of the Company					Attributable to non controlling interest	Total
	Reserves and surplus						
	Capital redemption reserve	General reserve	Retained earnings	ESOP reserve	Securities premium		
Balance as at the April 1, 2018	**250.00**	**2,984.30**	**2,054.30**	**9.70**	**-**	**(0.40)**	**5,297.90**
Profit for the year	-	-	1,236.04	-	-		**1,236.04**
Other comprehensive loss	-	-	(1.41)		-	-	**(1.41)**
Transfer from retained earnings	-	1,000.00	(1,000.00)	-	-	-	**-**
Adjustment on initial application of IndAS 115, net of tax	-	-	8.55	-	-	-	**8.55**
Share based payment expense	-	-	-	25.61	-	-	**25.61**
Issue of shares on account of exercise of stock options	-	-	-	-	1.59	-	**1.59**
Non controlling interest of minority shareholders in subsidiary	-	-	-	-	-	(0.74)	**(0.74)**
Dividend (including tax on dividend)	-	-	(313.48)	-	-	-	**(313.48)**
Balance as at the March 31, 2019	**250.00**	**3,984.30**	**1,984.00**	**35.31**	**1.59**	**(1.14)**	**6,254.06**

Particulars	Other equity#						
	Attributable to owners of the Company					Attributable to non controlling interest	Total
	Reserves and surplus						
	Capital redemption reserve	General reserve	Retained earnings	ESOP reserve	Securities premium		
Balance as at the April 1, 2019	**250.00**	**3,984.30**	**1,984.00**	**35.31**	**1.59**	**(1.14)**	**6,254.06**
Profit for the year	-	-	1,219.25	-	-		**1,219.25**
Other comprehensive loss	-	-	(37.86)	-	-	-	**(37.86)**
Share based payment expense	-	-	-	12.01	-	-	**12.01**
Issue of shares on account of exercise of stock options	-	-	-	-	0.80	-	**0.80**
Non controlling interest of minority shareholders in subsidiary	-	-	-	-	-	(0.71)	**(0.71)**
Dividend (including tax on dividend)	-	-	(313.49)	-	-	-	**(313.49)**
Balance as at the March 31, 2020	**250.00**	**3,984.30**	**2,851.90**	**47.32**	**2.39**	**(1.85)**	**7,134.06**

NSDL e-Governance Infrastructure Limited

Annexure III - Restated Consolidated statement of changes in equity *(Continued)*

Currency : (₹ in Million)

B. OTHER EQUITY *(Continued)*

Particulars	Other equity#						Total
	Attributable to owners of the Company					Attributable to non controlling interest	
	Reserves and surplus						
	Capital redemption reserve	General reserve	Retained earnings	ESOP reserve	Securities premium		
Balance as at the April 1, 2020	**250.00**	**3,984.30**	**2,851.90**	**47.32**	**2.39**	**(1.85)**	**7,134.06**
Profit for the year	-	-	921.85	-	-	-	**921.85**
Other comprehensive loss	-	-	(28.60)	-	-	-	**(28.60)**
Share based payment expense	-	-	-	11.41	-	-	**11.41**
Issue of shares on account of exercise of stock options	-	-	-	-	39.44	-	**39.44**
Non controlling interest of minority shareholders in subsidiary*	-	-	-	-	-	-	**-**
Dividend	-	-	(1,804.96)	-	-	-	**(1,804.96)**
Transfer from ESOP Reserve on exercise of stock options/options unexercised	-	2.19	-	(12.85)	10.66	-	**-**
Balance as at the March 31, 2021	**250.00**	**3,986.49**	**1,940.19**	**45.88**	**52.49**	**(1.85)**	**6,273.20**

*Profit for the period attributable to non-controlling interest, represents value less than ₹0.1 million.

Particulars	Other equity#						Total
	Attributable to owners of the Company					Attributable to non controlling interest	
	Reserves and surplus						
	Capital redemption reserve	General reserve	Retained earnings	ESOP reserve	Securities premium		
Balance as at the April 1, 2020	**250.00**	**3,984.30**	**2,851.90**	**47.32**	**2.39**	**(1.85)**	**7,134.06**
Profit for the period	-	-	116.76	-	-	-	**116.76**
Other comprehensive loss	-	-	(12.16)	-	-	-	**(12.16)**
Share based payment expense	-	-	-	1.80	-	-	**1.80**
Non controlling interest of minority shareholders in subsidiary*	-	-	-	-	-	-	**-**
Balance as at the June 30, 2020	**250.00**	**3,984.30**	**2,956.50**	**49.12**	**2.39**	**(1.85)**	**7,240.46**

*Profit for the period attributable to non-controlling interest, represents value less than ₹0.1 million.

Particulars	Other equity#						Total
	Attributable to owners of the Company					Attributable to non controlling interest	
	Reserves and surplus						
	Capital redemption reserve	General reserve	Retained earnings	ESOP reserve	Securities premium		
Balance as at the April 1, 2021	**250.00**	**3,986.49**	**1,940.19**	**45.88**	**52.49**	**(1.85)**	**6,273.20**
Profit for the period	-	-	101.81	-	-	-	**101.81**
Other comprehensive loss	-	-	2.16	-	-	-	**2.16**
Share based payment expense	-	-	-	3.76	-	-	**3.76**
Non controlling interest of minority shareholders in subsidiary*	-	-	-	-	-	-	**-**
Balance as at the June 30, 2021	**250.00**	**3,986.49**	**2,044.16**	**49.64**	**52.49**	**(1.85)**	**6,380.93**

*Profit for the period attributable to non-controlling interest, represents value less than ₹0.1 million.

Annexure III - Restated Consolidated statement of changes in equity *(Continued)*

Currency : (₹ in Million)

Note:

 # Purpose of Reserve stated as follows:

(a) Capital redemption reserve: Capital redemption reserve is created to purchases its own shares out of free reserves and same to be utilized in accordance with the provisions of the Companies Act, 2013.

(b) General reserve: The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes.

(c) Retained earnings: This reserve represents undistributed accumulated earnings of the Group as on the balance sheet date.

(d) ESOP reserve: The ESOP is used to record the value of equity-settled share based payment transactions with employees.This Reserve is transferred to Securities Premium or Retained Earnings on exercise or cancellation of vested options.

(e) Securities premium : Securities premium is used to record the premium on issue of shares. The reserve to be utilized in accordance with the provisions of the Companies Act, 2013.

The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial information appearing in Annexure VII.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

For and on behalf of the Board of Directors of
NSDL e-Governance Infrastructure Limited
(CIN: U72900MH1995PLC095642)

Shabbir Readymadewala
Partner
Membership No. 100060

Shailesh Haribhakti
Chairman
DIN-00007347

Suresh Sethi
Managing Director and CEO
DIN-06426040

Place : Mumbai
Date : 17 August 2021

Jayesh Sule
Whole Time Director
DIN-07432517

Tejas Desai
Chief Financial Officer

Place : Mumbai
Date : 17 August 2021

Maulesh Kantharia
Company Secretary

NSDL e-Governance Infrastructure Limited

Annexure IV - Restated Consolidated Statement of Cash Flows

Currency : (₹ in Million)

		For the period ended 30.06.2021	For the period ended 30.06.2020	For the year ended 31.03.2021	For the year ended 31.03.2020	For the year ended 31.03.2019
A)	**Cash flow from operating activities**					
	Profit before tax	**123.02**	135.42	1,160.02	1,576.17	1,804.97
	Adjustments for :					
	Depreciation and amortisation	**40.61**	45.23	167.91	270.11	275.96
	Amortisation of premium / discount on Government/debt securities	**4.82**	4.70	11.30	17.20	14.60
	Loss on sale /discard of assets (net)	**-**	-	-	0.10	1.21
	Provision for impairment of investments	**-**	-	-	-	0.60
	Lease termination	**-**	-	(1.40)	-	-
	Provision for doubtful debts	**118.48**	9.00	292.00	106.30	-
	Loss on sale of current investments measured at amortised cost	**-**	-	-	-	0.51
	Interest income on financial assets carried at amortised cost	**(55.26)**	(71.12)	(262.66)	(250.46)	(211.73)
	Interest income on bank deposits	**(9.55)**	(7.30)	(24.77)	(19.00)	(18.99)
	Interest on lease expense	**1.36**	3.10	9.45	16.23	20.09
	Share based payment expense	**3.76**	1.80	11.41	12.01	25.61
	Profit on sale of investments carried on amortised cost	**(0.02)**	-	(52.28)	(0.20)	-
	Dividend income	**(2.63)**	(2.29)	(9.22)	(16.28)	(11.58)
	Operating cash flow before changes in working capital	**224.59**	118.54	1,301.76	1,712.18	1,901.25
	Changes in:					
	Increase in trade receivables	**(260.51)**	(269.49)	(162.29)	(394.67)	(167.76)
	Decrease/(Increase) in other financial assets	**85.85**	40.43	22.97	(7.70)	77.01
	Decrease/(Increase) in other assets	**(25.08)**	(21.10)	13.27	(154.30)	(65.51)
	Increase/(Decrease) in trade payables	**90.63**	151.37	101.57	(12.89)	160.83
	(Decrease)/Increase in other financial liabilities	**20.31**	(55.41)	(15.55)	(14.02)	122.00
	Increase/(Decrease) in other liabilities	**(17.23)**	78.85	44.08	(114.77)	28.35
	Increase/(Decrease) in provisions	**(37.98)**	(32.62)	14.50	22.04	(105.75)
	Cash generated from operations	**80.57**	10.57	1,320.31	1,035.87	1,950.42
	Income taxes paid	**(50.80)**	(58.42)	(319.12)	(500.77)	(590.98)
	Net cash generated from operating activities (A)	**29.77**	(47.85)	1,001.19	535.10	1,359.44
B)	**Cash flow from investing activities**					
	Purchase of property, plant and equipment, intangible assets and capital advances given	**(81.00)**	1.74	(93.24)	(120.24)	(271.86)
	Proceeds from sale of property, plant and equipment	-	-	-	2.40	2.10
	Interest received	**22.52**	31.20	315.94	240.19	216.69
	Dividend received	**2.63**	2.29	9.22	16.28	11.58
	Purchase of non-current investments (net of interest accrued upto date	**-**	-	-	(607.30)	(793.30)
	Purchase of current investments	**(400.00)**	-	(400.00)	-	(661.80)
	Investment/maturities in fixed deposits (net)	**(131.41)**	(252.55)	(326.16)	88.43	(124.92)
	Proceeds from redemption of non-current investments	**-**	-	1,040.80	4.94	10.00
	Proceeds from redemption of current investments	**-**	-	610.00	250.00	573.60
	Net cash generated from/ (used in) investing activities (B)	**(587.26)**	(217.32)	1,156.56	(125.30)	(1,037.91)

NSDL e-Governance Infrastructure Limited

Annexure IV - Restated Consolidated Statement of Cash Flows *(Continued)*

Currency : (₹ in Million)

		For the period ended 30.06.2021	For the period ended 30.06.2020	For the year ended 31.03.2021	For the year ended 31.03.2020	For the year ended 31.03.2019
C)	**Cash flow from financing activities**					
	Proceeds from exercise of stock options	**-**	-	40.75	0.80	1.64
	Dividend paid	**-**	-	(1,804.96)	(260.00)	(260.00)
	Dividend distribution tax paid	-	-	-	(53.49)	(53.48)
	Lease liability paid	**(10.67)**	(17.06)	(59.91)	(64.29)	(58.36)
	Interest on lease liability paid	**(1.36)**	(3.10)	(9.45)	(16.23)	(21.89)
	Net cash used in financing activities (C)	**(12.03)**	(20.16)	(1,833.57)	(393.21)	(392.09)
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(569.51)**	(285.33)	324.18	16.59	(70.56)
	Cash and cash equivalents at the beginning of the period/year	**734.61**	410.43	410.43	393.84	464.40
	Cash and cash equivalents at the end of the period/year	**165.10**	125.11	734.61	410.43	393.84

Notes to Consolidated Cash Flow Statement :

1 Cash and cash equivalents represent cash, bank balances and term deposits with banks with original maturity up to three months.

2 The Group has used profit before tax as the starting point for presenting operating cash flows using the indirect method.

3 **Changes in liabilities arising from financing activities**	**30.06.2021**	30.06.2020	31.03.2021	31.03.2020	31.03.2019
Opening balance of lease liabilities	**61.87**	139.08	139.08	203.37	-
Additions on account of adoption of Ind AS 116	**-**	-	-	-	261.73
Interest accrued during the period/year	**1.36**	3.10	9.45	16.23	21.89
Termination	**-**	-	(17.30)	-	-
Cash flow movement	**(12.03)**	(20.16)	(69.36)	(80.52)	(80.25)
Closing balance of lease liabilities	**51.20**	122.02	61.87	139.08	203.37

The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial information appearing in Annexure VII.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

For and on behalf of the Board of Directors of
NSDL e-Governance Infrastructure Limited
(CIN: U72900MH1995PLC095642)

Shabbir Readymadewala
Partner
Membership No. 100060

Shailesh Haribhakti
Chairman
DIN-00007347

Suresh Sethi
Managing Director and CEO
DIN-06426040

Place : Mumbai
Date : 17 August 2021

Jayesh Sule
Whole Time Director
DIN-07432517

Tejas Desai
Chief Financial Officer

Place : Mumbai
Date : 17 August 2021

Maulesh Kantharia
Company Secretary

Annexure V - Basis of preparation and significant accounting policies

for the period ended 30 June 2021

Currency: (` in Million)

1. Corporate information

NSDL e-Governance Infrastructure Limited (“the Company”) was incorporated in December 1995, is engaged in providing Information Technology (IT) enabled e-Governance services. The current projects of the Company are Central Recordkeeping Agency (CRA) under the National Pension System regulated by Pension Fund Regulatory and Development Authority (PFRDA); Tax Information Network (TIN), the activity of processing the applications for allotment of Permanent Account Number (PAN) and National Judicial Reference System (NJRS) on behalf of Income Tax Department, Government of India; Electronic Accounting System in Excise and Service Tax (EASIEST) on behalf of Central Board of Indirect Taxes and Customs (CBIC), Government of India and acting as a Registrar to Unique Identification Authority of India (UIDAI), Planning Commission, Government of India. The Company, together with its subsidiaries, has been referred to as ‘the Company’ or ‘the Group’ in these financial statements.

The company is a public limited company and domiciled in India. The address of the corporate office is 1st floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013.

The Restated Consolidated Financial Information of the Company and its subsidiaries (hereinafter referred together as “the Group”) are for the years ended 31 March 2021, 31 March 2020 and 31 March 2019 and period ended 30 June 2021 and 30 June 2020.

The Group`s Restated Consolidated Financial Information for the years ended March 31, 2021, March 31, 2020, March 31, 2019 and period ended 30 June 2021 and 30 June 2020 were approved for issue in accordance with the resolution of the Company's Board of Directors on August 17, 2021.

The Board of Directors of the Company at its meeting held on 23 March 2021 has approved Offer for Sale of Equity Shares by certain existing shareholders of the Company and for listing of the Equity Shares on one or more of the recognised stock exchanges in India in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, relevant provisions of the Companies Act, 2013, and other applicable laws.

1.1 Basis of preparation and significant accounting policies

Statement of compliance

The Restated Consolidated Financial Information of the Company and its subsidiaries have been specifically prepared for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company and an offer for sale by certain of its shareholders (referred to as the "Issuer").

The Restated Consolidated Financial Information comprise of the Restated Consolidated Balance Sheet as at 30 June 2021, 30 June 2020, 31 March 2021, 31 March 2020 and 31 March 2019 the Restated Consolidated Statement of Profit and Loss, the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for year ended 31 March 2021, 31 March 2020 and 31 March 2019 and period ended 30 June 2021 and 30 June 2020, thereto (hereinafter collectively referred to as “the Restated Consolidated Financial Information”).

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

The Restated Consolidated Financial Information have been prepared to comply in all material respects with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended ("the Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations") and Guidance Note on Report in Company Prospectus (Revised 2019) issued by Institute of Chartered Accountants of India (ICAI).

These restated consolidated Financial Information are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Group has considered an operating cycle of 12 months.

Functional and presentation currency:

These restated consolidated Financial Information have been prepared in Indian Rupee (`) which is the functional currency of the Company. All amounts have been rounded to the nearest million, upto two places of decimal, unless otherwise stated.

The Restated Consolidated Financial Information has been compiled by the Management from:

The audited consolidated financial statements of the Group as at and for the year ended 31 March 2021, 31 March 2020 and 31 March 2019 and period ended 30 June 2020 and 30 June 2021, prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on 07 May 2021, 22 June 2020, 05 June 2019, 17 August 2021 and 17 August 2021 respectively.

In addition, in accordance with the ICDR Regulations and the Guidance Note, certain adjustments have been incorporated for alignment of accounting policies, rectification of errors and regroupings/reclassifications across the different periods for the preparation of the Restated Consolidated Financial Information for the years ended 31 March 2021, 31 March 2020 and 31 March 2019 and period ended 30 June 2021 and 30 June 2020 based on the accounting policies and grouping/classifications followed by the Group for preparation of its audited consolidated financial statements as at and for the year ended 30 June 2021.

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

Basis of measurement:

These Restated Consolidated Financial Information have been prepared on historical cost basis except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/liability	Fair value of plan assets less present value of defined benefit obligation

The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Financial Information for all period presented and are consistent with those adopted in the preparation of audited financial statements for the period ended 30 June 2021. These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the date of board meeting in which the Restated Consolidated Financial Information is approved.

The statement of operating cash flows have been prepared under indirect method.

Basis of consolidation

Subsidiaries:

Subsidiaries are all entities over which Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

Basis of consolidation *(Continued)*

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidation procedure

Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as fixed assets are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the restated consolidated financial information. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Restated consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the restated consolidated financial information to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., period ended on June 30.

Non-controlling interest

Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Group's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

Consolidation procedure *(Continued)*

List of entities Consolidated:

Particulars	**Country of Incorporation**	**As at 30-June-21**	**As at 30-June-20**	**As at 31-Mar-21**	**As at 31-Mar-20**	**As at 31-Mar-19**
NSDL e-Governance (Malaysia) SDN BHD	Republic of Malaysia	51%	51%	51%	51%	51%
NSDL e-Governance Australia Pty Ltd (incorporated on 9 December 2020)	Australia	100%	-	100%	-	-
NSDL e-Governance Account Aggregator Limited (incorporated on 2 November 2020)	India	100%	-	100%	-	-

Significant accounting judgments, estimates and assumptions

The preparation of Restated Consolidated Financial Information in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period/year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

a. Use of judgements and estimates

The areas involving significant judgement and estimates are as follows:

Judgements:

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- Note 18: Revenue recognition
- Note 24: Fair value measurement of financial assets
- Note 27: Leases
- Note 4 and 8: Classification of investments

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

Significant accounting judgments, estimates and assumptions *(Continued)*

a. Use of judgements and estimates *(Continued)*

Estimates:

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these restated consolidated financial information have been disclosed below:

-Note 23: Defined benefit

-Note 2: Property, plant and equipment

-Note 27: Leases

-Note 6: Income taxes

-Note 24: Fair value measurement of financial instruments

-Note 30: Share based payments

-Note 19: Other income

-Note 18: Revenue recognition

-Note 9: Trade receivables

The preparation of the restated consolidated financial information in conformity with the recognition and measurement principles of the Ind AS requires management of the Group to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the restated consolidated financial information and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these restated consolidated financial information have been disclosed below. Accounting these estimates could change from period to period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about the assumptions and estimates could result in the outcome requiring material adjustment to the carrying amount of assets and liabilities.

Estimation of uncertainties relating to the global health pandemic from COVID-19:

In view of the unprecedented COVID-19 pandemic and economic forecasts, the Management has evaluated the impact on the restated consolidated financial information and made appropriate adjustment where necessary. In assessing the recoverability of its assets including receivables and unbilled receivables, the Group has considered internal and external information upto the date of approval of these restated consolidated financial information including economic forecasts. The Group has performed analysis on the assumptions used and based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets.

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

Significant accounting judgments, estimates and assumptions *(Continued)*

a. Use of judgements and estimates *(Continued)*

Estimation of uncertainties relating to the global health pandemic from COVID-19:*(Continued)*

However, the actual impact of COVID-19 on the Group's restated consolidated financial information may differ from that estimated and the Group will continue to closely monitor any material changes to future economic conditions.

Defined benefit

The cost of the defined benefits that includes gratuity and compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The policy has been further explained under note 23.

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset’s expected useful life and the expected residual value at the end of its life. The useful lives and residual values of group’s assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy has been further explained under note 2.

Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics. The policy has been further explained under note 27.

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

Significant accounting judgments, estimates and assumptions *(Continued)*

a. Use of judgements and estimates *(Continued)*

Income taxes

The major tax jurisdiction for the group is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment.

The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced. The policy has been further explained under note 6.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The policy has been further explained under note 24.

Share based payments:

The Group is required to evaluate the terms to determine whether share-based payment is equity settled or cash settled. Judgment is required to do this evaluation. Further, the Group is required to measure the fair value of equity settled transactions with employees at the grant date of the equity instruments. The aforementioned inputs entered in to the option valuation model that we use to determine the fair value of our share awards are subjective estimates, changes to these estimates will cause the fair value of our share-based awards, and related share-based compensations expense we record to vary. The policy has been further explained under note 29.

Interest income

For all debt instruments measured either at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss. The policy has been further explained under note 19.

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

Significant accounting judgments, estimates and assumptions *(Continued)*

a) Use of judgements and estimates *(Continued)*

Trade receivables

The Group estimates the un-collectability of accounts receivable by analysing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. The policy has been further explained under note 9.

b) Revenue Recognition

The Group earns revenue primarily from providing Information Technology (IT) enabled e-Governance services. The Group offers integrated portfolio of IT, business and engineering services and solutions.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

To recognise revenues, the Group applies the following five step approach;

(1) identify the contract with a customer,

(2) identify the performance obligations in the contract,

(3) determine the transaction price,

(4) allocate the transaction price to the performance obligations in the contract and

(5) recognize revenues when a performance obligation is satisfied.

Performance obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the client and is the unit of accounting in Ind AS 115.

Determination of transaction price

Revenue is measured based on transaction price which includes variable consideration only to the extent it is probable that a significant reversal of revenues recognized will not occur when the uncertainty associated with the variable consideration is resolved. Revenues also exclude taxes collected from customers.

Allocation of transaction price

A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. For contracts with multiple performance obligations, the Group allocates the contract's transaction price to each performance obligation based on the relative standalone selling price. The primary method used to estimate standalone selling price is the adjusted market assessment approach, under which the Group evaluates the price in that market that a customer is willing to pay for those services.

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

Significant accounting judgments, estimates and assumptions *(Continued)*

b) Revenue Recognition *(Continued)*

Allocation of transaction price *(Continued)*

While determining relative standalone selling price and identifying separate performance obligations require judgment, generally relative standalone selling prices and the separate performance obligations are readily identifiable as the Group sells those performance obligations unaccompanied by other performance obligations.

Satisfaction of performance obligation

A contract asset is right to consideration in exchange of services that the Group has rendered to a customer when that right is conditioned on something other than passage of time. Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

A contract liability is the obligation to render services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group renders services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group renders services as per the contract.

i) Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last billing to the balance sheet date is recognized as unbilled revenues. Revenue from fixed-price, fixed-timeframe contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method ('POC method'). When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

ii) Revenue related to fixed price maintenance and support services contracts, where the Group is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.

iii) Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognised at the point in time when the system / software is delivered to the customer. In cases where implementation and / or customisation services rendered significantly modifies or customises the software, these services and software are accounted for as a single performance obligation and revenue is recognised over time on a POC method.

iv) Revenue from the sale of distinct third party hardware is recognised at the point in time when control is transferred to the customer.

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

b) Revenue Recognition *(Continued)*

Satisfaction of performance obligation *(Continued)*

Revenue is measured based on the transaction price, which is the consideration, adjusted for service level credits and incentives, if any, as specified in the contract with the customer.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Use of significant judgements in revenue recognition:

i) The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

ii) Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as service level credits and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

iii) The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

b) Revenue Recognition *(Continued)*

Satisfaction of performance obligation *(Continued)*

Contract fulfilment costs are generally expensed as incurred except for certain software licence costs which meet the criteria for capitalisation. Such costs are amortised over the contractual period or useful life of licence whichever is less. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Practical expedients used

In accordance with the practical expedient in Para 63 of Ind AS 115, the Group has not adjusted the promised amount of consideration for the effects of a significant financing component if the Group expects, at contract inception, that the period between when the Group transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

c) Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation/amortisation and impairment loss, if any. The cost is inclusive of freight, installation cost, duties, taxes, borrowing cost and other incidental expenses for bringing the asset to its working conditions for its intended use but net of indirect taxes, wherever input credit is claimed.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under ‘Capital work-in-progress’.

When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognizes such parts as separate component of assets with specific useful lives and provides depreciation over their useful life.

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.

Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred.

The cost and related accumulated depreciation are eliminated from the restated consolidated financial information upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

d) Leases

The Group as a lessee

The Group's lease asset classes primarily consist of leases for premise. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight -line method from the commencement date over the lease term.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

e) Depreciation and amortisation

Depreciation is charged so as to write off the cost or valuation of assets, other than land and properties under construction, over their estimated useful lives, using the straight-line method.

Depreciation and amortisation on additions / deletions is provided on pro-rata basis from the date of acquisition/ up to the date of deletion.

Depreciation and amortisation on assets is provided on the straight-line method using the rates based on the economic useful life of assets as estimated by the management but not being more than the limits specified in Schedule II of the Companies Act, 2013 as below:

Assets	Estimated Useful Lives
Central System	6 years
Servers	6 years
Computers	3 years
Communication (Network)	6 years
Electrical Installations	10 years
Office Equipment's	5 years
Furniture	10 years
Buildings	60 years

Computer Software is amortized over a period of 2 years.

Depreciation is not recorded on capital work-in-progress until installation is complete and the asset is ready for its intended use. The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the property revaluation reserve is transferred directly to retained earnings. No transfer is made from the revaluation reserve to retained earnings except when an asset is derecognised.

f) Intangible assets

Intangible assets comprising of software are recorded at acquisition cost and are amortized over the estimated useful life on straight line basis. Cost of development and production incurred till the time software is ready for use is capitalised.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Research cost are expensed as incurred.

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

f) Intangible assets *(Continued)*

Development costs

Development expenditure on an individual project are recognised as an intangible asset when the Group can demonstrate:

– The technical feasibility of completing the intangible asset so that the asset will be available for use

– Its intention to complete and its ability and intention to use the asset

– How the asset will generate future economic benefits

– The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

g) Impairment of tangible and intangible assets

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

h) Foreign currency transactions and translation

Transactions and translations

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the respective functional currency at the rates prevailing on the reporting period date.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at reporting period-end date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured. Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction.

i) Employee benefit costs

- **Short- term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

- **Post-Employment benefits**

Defined Contribution plans

Provident Fund: Employees are entitled to receive benefits in respect of provident fund, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees’ salary. The contributions, as specified under the law were made to recognised Provident Fund.

Superannuation: Certain employees of the Group are participants in a defined contribution plan. The Group has no further obligations to the Plan beyond its annual contributions which are contributed to a trust fund, the corpus of which is invested with the Life Insurance Corporation of India.

Defined benefit Plans

a) Gratuity: The Group provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

i) Employee benefit costs *(Continued)*

- **Post-Employment benefits *(Continued)***

Defined benefit Plans *(Continued)*

The Group has maintained a Group Gratuity Cum Life Assurance Scheme with the Life Insurance Corporation of India (LIC) towards which it annually contributes a sum determined by LIC.

The Group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government securities as at the balance sheet date. The Group recognises the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

Gains or losses through re-measurement of the net defined benefit liability / (asset) are recognised in other comprehensive income. The actual return of portfolio of plan assets, in excess of yields computed by applying the discount rate used to measure the defined benefit obligation are recognised in other comprehensive income. The effects of any plan amendments are recognised in statement of profit and loss.

(ii) Compensated absences: The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

j) Income Tax

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or it is recognized in other comprehensive income.

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

j) Income Tax

Current tax

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised on the differences between the carrying amounts of assets and liabilities in the restated consolidated financial information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity, respectively).

k) Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the restated consolidated financial information. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. A contingent asset is not recognised in the consolidated financial statements, however, the same is disclosed where an inflow of economic benefit is probable.

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

l) Cash Flow statement

Cash flows are reported using the indirect method for presenting operating cash flow, whereby profit or loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

m) Cash and Bank balances

Cash and cash equivalents comprise cash in hand, balance with banks and term deposits with banks with original maturity up to three months.

Other bank balances comprises of term deposit with banks having maturity of more than three months but less than twelve months from the Balance sheet date.

n) Earnings per share

Basic earnings per share are calculated by dividing the net profit and loss for the period attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit and loss for the period attributable to equity shareholders of the Group and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o) Dividend income

Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

p) Financial instruments

Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

p) Financial instruments *(Continued)*

Subsequent measurement

Financial assets

Financial assets are classified into the following specified categories: financial assets "at amortised cost", "fair value through other comprehensive income", "fair value through Profit or Loss". The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset at the time of initial recognition.

Financial assets are recognised by the Group as per its business model.

All financial assets are recognised and de-recognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially at fair value through profit or loss.

Income and expense is recognised on an effective interest basis for debt instrument, other equity instruments are classified as "fair value through Profit or Loss".

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the restated consolidated financial information are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

- Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as "loans and receivables". Loans and receivables (including trade and other receivables) and others are measured at amortised cost using the effective interest rate (EIR) method less impairment. Interest is recognised by applying the effective interest method, except for short-term receivables when the effect of discounting is immaterial.

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

p) Financial instruments *(Continued)*

Impairment of financial assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account both quantitative and qualitative information and analysis, based on the Group's historical credit loss experience and informed credit assessment and is adjusted basis forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Loans and receivables and de-recognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Subsequent measurement

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

p) Financial instruments *(Continued)*

Financial assets at fair value through other comprehensive income *(Continued0*

Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial liabilities and equity instruments

Equity instruments

Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities are classified as either financial liabilities “at fair value through profit or loss” or other financial liabilities.

Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities are classified as at FVTPL where the financial liability is either held for trading or it is designated as at FVTPL.

De-recognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group’s obligations are discharged, cancelled or they expire.

Non-current Assets Held for Sale and Discontinued Operations

Non-current assets held for sale are measured at lower of the carrying value and the fair value less cost to sell.

Currency: (` in Million)

1. Corporate information *(Continued)*

1.1 Basis of preparation and significant accounting policies *(Continued)*

p) Financial instruments *(Continued)*

Offsetting arrangements

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when Group has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. A right to set-off must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

q) Share based payment

Equity settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date which is recognised over the vesting period, with the corresponding increase in equity. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

r) Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

s) Corporate Social Responsibility (CSR) Expenditure

CSR expense is recognized as it is incurred by the Group or when Group has entered into any legal or constructive obligation for incurring such an expense.

1.2 Recent accounting pronouncements:

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. There are no such recently issued standards or amendments to the existing standards.

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

2 Property, plant and equipment, capital work-in-progress and other intangible assets

(a)

	Property, plant and equipment								Other intangible assets	
Particulars	**Land freehold**	**Building**	**Computers**	**Data and telecommunication equipment**	**Electric installation**	**Office equipment**	**Furniture and fixtures**	**Total**	**Computer software**	**Total**
Gross carrying value as of April 1, 2021	**-**	**529.21**	**842.25**	**182.51**	**50.99**	**89.73**	**68.55**	**1,763.24**	**501.97**	**501.97**
Additions	-	-	53.50	8.96	-	0.07	-	**62.53**	8.02	**8.02**
Gross carrying value as of June 30, 2021	**-**	**529.21**	**895.75**	**191.47**	**50.99**	**89.80**	**68.55**	**1,825.77**	**509.99**	**509.99**
Accumulated depreciation as of April 1, 2021	**-**	**403.29**	**593.37**	**126.31**	**39.50**	**70.01**	**36.89**	**1,269.37**	**488.67**	**488.67**
Depreciation		0.52	19.39	3.87	0.39	1.50	1.11	**26.78**	2.15	**2.15**
Accumulated depreciation as of June 30, 2021	**-**	**403.81**	**612.76**	**130.18**	**39.89**	**71.51**	**38.00**	**1,296.15**	**490.82**	**490.82**
Net carrying value as of June 30, 2021	**-**	**125.40**	**282.99**	**61.29**	**11.10**	**18.28**	**30.55**	**529.62**	**19.17**	**19.17**

(a)

	Property, plant and equipment								Other intangible assets	
Particulars	**Land freehold**	**Building**	**Computers**	**Data and telecommunication equipment**	**Electric installation**	**Office equipment**	**Furniture and fixtures**	**Total**	**Computer software**	**Total**
Gross carrying value as of April 1, 2020	**-**	**529.21**	**743.96**	**179.88**	**47.32**	**88.62**	**68.55**	**1,657.54**	**485.70**	**485.70**
Additions	-		47.00	-	2.68	0.02		**49.70**	6.71	**6.71**
Gross carrying value as of June 30, 2020	**-**	**529.21**	**790.96**	**179.88**	**50.00**	**88.64**	**68.55**	**1,707.24**	**492.41**	**492.41**
Accumulated depreciation as of April 1, 2020	**-**	**401.19**	**526.21**	**111.20**	**37.80**	**63.52**	**32.09**	**1,172.00**	**481.72**	**481.72**
Depreciation		0.52	15.62	3.77	0.41	1.76	1.20	**23.28**	2.69	**2.69**
Accumulated depreciation as of June 30, 2020	**-**	**401.71**	**541.83**	**114.97**	**38.21**	**65.27**	**33.29**	**1,195.28**	**484.41**	**484.41**
Net carrying value as of June 30, 2020	**-**	**127.50**	**249.13**	**64.91**	**11.79**	**23.37**	**35.26**	**511.95**	**8.00**	**8.00**

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

2 Property, plant and equipment, capital work-in-progress and other intangible assets *(Continued)*

(a)

	Property, plant and equipment								Other intangible assets	
Particulars	**Land freehold**	**Building**	**Computers**	**Data and telecommunication equipment**	**Electric installation**	**Office equipment**	**Furniture and fixtures**	**Total**	**Computer software**	**Total**
Gross carrying value as of April 1, 2020	**-**	**529.21**	**743.96**	**179.88**	**47.32**	**88.62**	**68.55**	**1,657.54**	**485.70**	**485.70**
Additions	-	-	98.29	2.63	3.67	1.11	-	**105.70**	16.27	**16.27**
Gross carrying value as of March 31, 2021	**-**	**529.21**	**842.25**	**182.51**	**50.99**	**89.73**	**68.55**	**1,763.24**	**501.97**	**501.97**
Accumulated depreciation as of April 1, 2020	**-**	**401.19**	**526.21**	**111.20**	**37.80**	**63.52**	**32.09**	**1,172.01**	**481.72**	**481.72**
Depreciation		2.10	67.16	15.11	1.70	6.49	4.80	**97.36**	6.95	**6.95**
Accumulated depreciation as of March 31, 2021	**-**	**403.29**	**593.37**	**126.31**	**39.50**	**70.01**	**36.89**	**1,269.37**	**488.67**	**488.67**
Net carrying value as of March 31, 2021	**-**	**125.92**	**248.88**	**56.20**	**11.49**	**19.72**	**31.66**	**493.87**	**13.30**	**13.30**

(a)

	Property, plant and equipment								Other intangible assets	
Particulars	**Land freehold**	**Building**	**Computers**	**Data and telecommunication equipment**	**Electric installation**	**Office equipment**	**Furniture and fixtures**	**Total**	**Computer software**	**Total**
Gross carrying value as of April 1, 2019	**157.40**	**942.20**	**672.73**	**180.61**	**128.53**	**269.49**	**124.73**	**2,475.69**	**482.74**	**482.74**
Additions	-	19.79	71.33	11.21	7.35	16.53	28.89	**155.10**	2.96	**2.96**
Transfer to assets held for sale	157.40	432.78	-	11.94	87.06	196.70	80.57	**966.45**	-	**-**
Deletions	-	-	0.10	-	1.50	0.70	4.50	**6.80**	-	**-**
Gross carrying value as of March 31, 2020	**-**	**529.21**	**743.96**	**179.88**	**47.32**	**88.62**	**68.55**	**1,657.54**	**485.70**	**485.70**
Accumulated depreciation as of April 1, 2019	**-**	**407.37**	**467.02**	**97.59**	**47.38**	**105.70**	**40.26**	**1,165.32**	**441.38**	**441.38**
Depreciation	-	9.17	59.28	17.90	9.65	44.57	12.31	**152.88**	40.34	**40.34**
Transfer to assets held for sale	-	15.35	-	4.29	19.03	86.25	17.59	**142.51**	-	-
Accumulated depreciation on deletion	-	-	0.09	-	0.20	0.50	2.89	**3.68**	-	-
Accumulated depreciation as of March 31, 2020	**-**	**401.19**	**526.21**	**111.20**	**37.80**	**63.52**	**32.09**	**1,172.01**	**481.72**	**481.72**
Net carrying value as of March 31, 2020	**-**	**128.02**	**217.75**	**68.68**	**9.52**	**25.10**	**36.46**	**485.53**	**3.98**	**3.98**

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

2 Property, plant and equipment, capital work-in-progress and other intangible assets *(Continued)*

(a)

Particulars	Property, plant and equipment								Other intangible assets	
	Land freehold	Building	Computers	Data and telecommunication equipment	Electric installation	Office equipment	Furniture and fixtures	Total	Computer software	Total
Gross carrying value as of April 1, 2018	**157.40**	**935.40**	**645.10**	**118.80**	**139.70**	**264.70**	**133.40**	**2,394.50**	**434.70**	**434.70**
Additions	-	6.80	58.41	65.15	-	10.17	0.12	**140.65**	48.04	**48.04**
Deletions	-	-	30.78	3.34	11.17	5.38	8.79	**59.46**	-	-
Gross carrying value as of March 31, 2019	**157.40**	**942.20**	**672.73**	**180.61**	**128.53**	**269.49**	**124.73**	**2,475.69**	**482.74**	**482.74**
Accumulated depreciation as of April 1, 2018	-	**398.70**	**443.20**	**87.30**	**49.00**	**68.10**	**38.80**	**1,085.10**	**379.10**	**379.10**
Depreciation	-	8.67	53.02	13.47	8.99	42.40	9.81	**136.36**	62.28	**62.28**
Accumulated depreciation on deletion	-	-	29.20	3.18	10.61	4.80	8.35	**56.14**	-	-
Accumulated depreciation as of March 31, 2019	-	**407.37**	**467.02**	**97.59**	**47.38**	**105.70**	**40.26**	**1,165.32**	**441.38**	**441.38**
Net carrying value as of March 31, 2019	**157.40**	**534.83**	**205.71**	**83.02**	**81.15**	**163.79**	**84.47**	**1,310.37**	**41.36**	**41.36**

The aggregate depreciation has been included under depreciation and amortisation expenses in the Statement of Profit and Loss.

(b) Capital work-in-progress

Particulars	**30.06.2021 (₹ in Million)**	**30.06.2020 (₹ in Million)**	**31.03.2021 (₹ in Million)**	**31.03.2020** (₹ in Million)	**31.03.2019** (₹ in Million)
Balance as of beginning of the period/year	14.21	54.28	54.28	51.30	162.69
Additions	68.60	5.89	166.51	183.51	216.35
Capitalisation	(81.90)	(59.10)	(206.58)	(180.53)	(327.74)
Balance as at end of the period/year	**0.91**	**1.07**	**14.21**	**54.28**	**51.30**

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

4 Non-current investments

		Rate of interest %	Year of maturity	No. of bonds/ debentures/share	Face value	**As at 30 June, 2021**	As at 30 June, 2020	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
						(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Quoted debt securities at amortised cost :										
Investment in tax free bonds										
1	Power Finance Corporation Limited	8.20	2022	100,000	1,000	-	108.39	-	108.39	108.39
2	Indian Railway Finance Corporation Limited	8.10	2027	50,000	1,000	53.43	53.43	53.43	53.43	53.43
3	National Highway Authority of India Limited	8.30	2027	200,000	1,000	218.17	218.17	218.17	218.17	218.17
4	Indian Railway Finance Corporation Limited	7.34	2028	250,000	1,000	257.38	257.38	257.38	257.38	257.38
5	National Highway Authority of India Limited	8.50	2029	80,000	1,000	80.00	80.00	80.00	80.00	80.00
6	National Housing Bank	8.63	2029	7,220	5,000	36.10	36.10	36.10	36.10	36.10
7	Rural Electrification Corporation	8.63	2029	50,000	1,000	50.00	50.00	50.00	50.00	50.00
8	National Housing Bank	8.68	2029	40,000	5,000	205.34	205.34	205.34	205.34	205.34
9	National Thermal Power Corporation Limited	7.37	2035	6,246	1,000	6.25	6.25	6.25	6.25	6.25
10	Rural Electrification Corporation	7.21	2022	130	1,000,000	132.91	132.91	132.91	132.91	132.91
11	National Thermal Power Corporation Limited	7.15	2025	90	1,000,000	91.19	91.19	91.19	91.19	91.19
12	National Housing Bank	8.46	2028	40	1,000,000	44.27	44.27	44.27	44.27	44.27
13	Power Finance Corporation Limited	8.46	2028	150	1,000,000	167.18	167.18	167.18	167.18	167.18
14	Rural Electrification Corporation	8.46	2028	250	1,000,000	289.37	289.37	289.37	289.37	289.37
15	National Bank for Agriculture and Rural Devlopment#	7.35	2031	150,000	1,000	52.61	157.81	52.61	157.81	157.81
16	National Hydroelectric Power Corporation Limited	8.67	2033	50,000	1,000	63.42	63.42	63.42	63.42	63.42
17	National Bank for Agriculture and Rural Devlopment	7.35	2031	100,000	1,000	111.67	111.67	111.67	111.67	111.67
18	Indian Renewable Energy Development Agency Limited	7.17	2025	270	1,000,000	287.70	287.70	287.70	287.70	287.70
19	National Highway Authority of India Limited	7.35	2031	100,000	1,000	112.49	112.49	112.49	112.49	112.49
20	National Highway Authority of India Limited	7.39	2031	50,000	1,000	55.57	55.57	55.57	55.57	55.57
21	Indian Railway Finance Corporation Limited	7.35	2031	150,000	1,000	166.27	166.27	166.27	166.27	166.27
22	National Bank for Agriculture and Rural Devlopment@	7.35	2031	200,000	1,000	-	222.14	-	222.14	222.14
23	National Housing Bank	8.76	2034	20,000	5,000	124.14	124.14	124.14	124.14	124.14
24	National Housing Bank	8.68	2029	10,000	5,000	59.13	59.13	59.13	59.13	59.13
25	Power Finance Corporation Limited@	7.21	2022	150	1,000,000	-	153.76	-	153.76	153.76
26	Power Finance Corporation Limited**	9.10	2029	50	1,000,000	51.17	51.17	51.17	51.17	-
27	National Hydroelectric Power Corporation Limited**	8.18	2023	50,000	1,000	53.75	53.75	53.75	53.75	-
28	National Thermal Power Corporation Limited*	7.32	2029	150	150,000	-	147.56	-	147.56	-
29	National Thermal Power Corporation Limited*	7.32	2029	250	250,000	-	248.85	-	248.85	-
30	Power Grid Corporation of India Limited*	8.40	2029	100	1,000,000	-	105.93	-	105.93	-
	# Number of units for period ended 30 June 2021 and FY 2020-21 is 50,000 @ Number of units disclosed above pertains to period ended 30 June 2020, FY 2019-20 and FY 2018-19 **Number of units disclosed above pertains to period ended 30 June 2021, 30 June 2020, FY 2021-20 and FY 2019-20 * Number of units disclosed above pertains to period ended 30 June 2020 and FY 2019-20									
Investment in non convertible debentures										
31	Housing Development and Finance Corporation Limited	8.79	2020	2	1,000,000	-	-	-	-	1.99
32	Power Finance Corporation Limited	9.36	2021	2	1,000,000	-	2.00	-	2.00	1.99
33	Housing Development and Finance Corporation Limited	9.40	2021	4	1,000,000	-	-	-	3.98	3.98
34	EXIM Bank Limited	9.25	2022	2	1,000,000	-	1.99	1.99	1.99	1.99
35	Rural Electrification Corporation	9.35	2022	4	1,000,000	-	4.02	4.02	4.02	4.02
36	Infrastructure Leasing & Finance Services Limited	9.55	2023	550	1,000	0.55	0.55	0.55	0.55	0.55
37	HDB Financial Services Limited	9.60	2023	2	1,000,000	2.00	2.00	2.00	2.00	2.00
38	HDB Financial Services Limited	10.19	2024	1	1,000,000	1.04	1.04	1.04	1.04	1.04
39	IDFC Bank Limited	8.80	2025	10	1,000,000	9.95	9.95	9.95	9.95	9.95
40	Indian Railway Finance Corporation Limited	9.09	2026	2	1,000,000	2.01	2.01	2.01	2.01	2.01
41	State Bank of India*	9.95	2026	296	10,000	-	3.11	-	3.11	3.11
42	Power Finance Corporation Limited	8.94	2028	4	1,000,000	4.11	4.11	4.11	4.11	4.11
43	Indian Railway Finance Corporation Limited	8.79	2030	1	1,000,000	1.01	1.01	1.01	1.01	1.01
44	India Infrastructure Finance Company Limited	9.41	2037	5	1,000,000	5.60	5.60	5.60	5.60	5.60
						2,795.78	3,898.73	2,801.79	**3,902.71**	**3,297.43**
	Less : Amortisation of premium					69.22	57.80	64.40	53.10	35.90
	Less : Provision for impairment of assets					0.60	0.60	0.60	0.60	0.60
						2,725.96	**3,840.33**	2,736.79	3,849.01	3,260.93
	* Number of units disclosed above pertains to period ended 30 June 2020, FY 2019-20 and FY 2018-19									
	Aggregate book value of quoted investments {Non-current + Current-(Note 8)}					2,912.17	3,904.70	2,851.30	4,061.10	3,725.20
	Aggregate market value of quoted investments {Non-current + Current-(Note 8)}					3,205.20	3,904.70	3,196.99	4,276.81	3,800.60

NSDL e-Governance Infrastructure Limited

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

8 Current investments

				As at 30th June, 2021			As at 30th June, 2020			As at 31st March, 2021			As at 31st March, 2020			As at 31st March, 2019		
		Year of maturity	Rate of interest (%)	**No. of Units**	**Face Value**	**(₹ in Million)**	No. of Units	Face Value	(₹ in Million)	No. of Units	Face Value	(₹ in Million)	No. of Units	Face Value	(₹ in Million)	No. of Units	Face Value	(₹ in Million)
Quoted securities																		
Non-converible Debentures measured at amortised cost																		
1	Housing Development and Finance Corporation Limited	2021	8.79	4	1,000,000	-	4	1,000,000	3.98	4.00	1,000,000	3.98	-	-	-	-	-	-
2	Power Finance Corporation Limited	2021	9.36	2	1,000,000	1.99	-	-	-	2.00	1,000,000	1.99	-	-	-	-	-	-
3	Power Finance Corporation Limited	2022	8.20	100,000	1,000	108.39	-	-	-	100,000	1,000	108.39	-	-	-	-	-	-
4	Housing Development and Finance Corporation Limited	2020	8.79	-	-	-	2	1,000,000	1.99	-	-	-	2	1,000,000	1.99	-	-	-
5	Rural Electrification Corporation	2019	8.72	-	-	-	-	-	-	-	-	-	-	-	-	2	1,000,000	1.93
6	TATA Capital Financial Services Limited	2019	9.95	-	-	-	-	-	-	-	-	-	-	-	-	2	1,000,000	1.00
7	Rural Electrification Corporation	2020	8.65	-	-	-	-	-	-	-	-	-	-	-	-	2	1,000,000	1.89
8	Rural Electrification Corporation	2022	9.35	4	1,000,000	4.02	-	-	-	-	-	-	-	-	-	-	-	-
9	EXIM Bank Limited	2022	9.25	2	1,000,000	1.99	-	-	-	-	-	-	-	-	-	-	-	-
Liquid Mutual funds mandatorily measured at FVTPL																		
1	Units of Axis Liquid Fund - Institutional Daily Dividend Reinvestment	-	-	50,243	1,001	50.29	53,142	1,001	53.19	-	-	-	52,576	1,001	52.63	50,474	1,001	50.52
2	Units of UTI Liquid Cash Plan Fund - Institutional Plan (Daily Dividend Option)	-	-	49,335	1,019	50.29	52,151	1,019	53.16	-	-	-	51,592	1,019	52.59	49,553	1,019	50.52
3	LIC MF Liquid Fund- Daily Dividend Reinvestment	-	-	49,696	1,012	50.30	48,451	1,098	53.20	-	-	-	47,935	1,098	52.63	46,009	1,098	50.52
4	ICICI Prudential Liquid Plan- Daily Dividend Reinvestment	-	-	502,374	100	50.29	527,589	100	52.82	-	-	-	521,726	100	52.23	500,815	100	50.15
5	Units of Axis Treasury Advantage Fund - Institutional Daily Dividend Reinvestment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	56,055	1,007	56.49
6	Units of Principal Cash Management Fund- Dividend Reinvestment Daily	-	-	-	-	-	-	-	-	-	-	-	-	-	-	53,279	952	50.72
7	Aditya Birla Sun Life Liquid Fund-Daily Dividend - Direct Plan	-	-	501,989	100	50.30	-	-	-	-	-	-	-	-	-	500,355	100	50.16
8	IDFC Cash Fund- Daily Dividend Reinvestment	-	-	50,206	1,002	50.29	-	-	-	-	-	-	-	-	-	50,048	1,002	50.15
9	Canara Robeco Liquid Fund- Direct Daily	-	-	50,010	1,006	50.28	-	-	-	-	-	-	-	-	-	49,872	1,006	50.15
10	Principal Cash Management Fund- Daily Dividend Reinvestment	-	-	50,257	1,001	50.29	-	-	-	-	-	-	-	-	-	-	-	-
	Total					**518.72**			**218.34**			**114.36**			**212.07**			**464.20**

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

3 Assets held for sale

The Group has decided to sell its Data Centre unit at Bangalore. The Group has offered for sale the said unit to a third party, failing which the Group intends to float Request for Proposal (RFP) and invite bids in the coming year. The Group expects to complete the sale within one year from the balance sheet date. The particulars of the assets held for sale are as under:

Particulars	**WDV of assets as on 30.06.2021**	**WDV of assets as on 30.06.2020**	**WDV of assets as on 31.03.2021**	WDV of assets as on 31.03.2020	WDV of assets as on 31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Land & Building	**574.83**	574.83	574.83	574.83	-
Furniture, fixture and office equipment	**249.11**	249.11	249.11	249.11	-
Total	**823.94**	823.94	823.94	823.94	-

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

5 Other financial assets

(Unsecured considered good)

	Non-current					Current				
	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019	**30.06.2021**	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	**(₹ in Million)**	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Others										
Security deposit	**127.54**	146.93	125.66	144.83	126.41	**-**	-	-	-	0.20
Interest accrued on investments	**-**	-	-	-	-	**129.96**	169.74	91.63	124.28	92.24
Interest accrued on bank deposits	**5.96**	2.08	4.87	1.33	0.59	**8.08**	5.60	5.20	4.60	8.10
Restricted deposits with banks against performance guarantee	**78.52**	78.52	78.52	78.55	96.62	**-**	-	-	-	-
Unbilled revenue	**4.13**	18.48	3.78	14.00	30.41	**6.30**	39.50	94.39	87.75	81.60
Loans to employees	**-**	1.48	-	0.21	0.20	**-**	-	-	-	0.27
Total	**216.15**	247.49	212.83	238.92	254.23	**144.34**	214.84	191.22	216.63	182.41

6 Income taxes

(A) The major components of income tax expense for the period/years ended are:

Profit and loss section

Particulars	**30.06.2021**	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Current taxes	**46.40**	23.90	298.90	376.10	573.71
Deferred taxes					
- Origination and reversal of temporary differences	**(25.19)**	(5.23)	(60.73)	(18.47)	(4.04)
Income tax expense reported in the statement of profit and loss	**21.21**	18.67	238.17	357.63	569.67

OCI section

Deferred tax benefits related to items recognised in OCI during the period/year ended:

Particulars	**30.06.2021**	30.06.2021	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Re-measurement of the defined benefit liability / asset	**-**	-	-	-	-
	-	-	-	-	-

(₹ in Million)

Particulars	**Period ended 30.06.2021**	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Profit before income taxes	**123.02**	135.42	1,160.02	1,576.17	1,804.97
Applicable enacted tax rates in India	**25.17%**	25.17%	25.17%	25.17%	34.94%
Computed expected tax expense	**30.96**	34.09	291.98	396.72	630.73
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:					
Income exempt from tax	**(13.00)**	(16.00)	(58.70)	(64.30)	(78.00)
Expense not allowed for taxation purpose	**(0.52)**	2.17	8.60	28.40	16.74
Income taxable at different rate	-		(7.62)	-	-
Effect on deferred tax balances due to the change in income tax rate	-		-	(3.36)	0.12
Others	**3.78**	(1.79)	3.91	0.17	0.08
Total income tax expense	**21.22**	18.47	238.17	357.63	569.67

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

6 Income taxes *(Continued)*

The movement in the current income tax asset/ (liability) for the period/year ended, is as follows:

Particulars	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Net current income tax asset at the beginning	**277.20**	256.98	256.98	132.31	115.04
Income tax paid	**50.80**	58.42	319.12	500.77	590.98
Current income tax expense	**(46.40)**	(23.90)	(298.90)	(376.10)	(573.71)
Net current income tax asset/ (liability) at the end*	**281.60**	291.51	277.20	256.98	132.31

* For the year ended 31 March 2019, amount is net of liability of Rs. 53.24 Million

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are as follows:

Particulars	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Deferred tax assets					
Provision for compensated absences	**36.43**	33.39	35.63	32.17	37.47
Provision for doubtful debts	**132.98**	32.03	103.21	26.76	4.16
Amortisation of expense	**0.86**	0.86	0.86	0.86	4.26
Right of use assets and lease liabilities	**2.31**	3.25	3.18	3.94	3.74
Adjustment on initial application of Ind AS 115	**0.16**	0.16	0.16	0.16	-
Employee incentive plan	**-**	-	-	-	10.17
Total deferred tax assets	**172.74**	69.69	143.04	63.89	59.80
Deferred tax liabilities					
Difference between tax balance and book balance of property, plant, equipment and intangible assets	**55.23**	31.83	50.72	26.70	32.20
Adjustment on initial application of Ind AS 115	**-**		-	-	4.44
Amortisation of revenue	**1.06**	2.10	1.06	2.36	11.13
Employee incentive plan	**0.03**	0.03	0.03	4.33	-
Total deferred tax liabilities	**56.32**	33.96	51.81	33.39	47.77
Deferred tax assets (net)	**116.42**	35.73	91.23	30.50	12.03

The gross movement in the deferred income tax account for the period/year ended, is as follows:

(₹ in Million)

	30.06.2021			30.06.2020			31.03.2021			31.03.2020			31.03.2019		
	Opening balance	**Recognised in profit and loss**	**Closing balance**	Opening balance	Recognised in profit and loss	Closing balance	Opening balance	Recognised in profit and loss	Closing balance	Opening balance	Recognised in profit and loss	Closing balance	Opening balance	Recognised in profit and loss	Closing balance
Deferred tax assets/(liabilities) in relation to:															
Property, plant and equipment and intangible assets	**(50.72)**	(4.51)	(55.23)	(26.70)	(5.13)	(31.83)	(26.70)	(24.02)	(50.72)	(32.20)	5.50	(26.70)	(22.57)	(9.63)	(32.20)
Provision for compensated absences	**35.63**	0.80	36.43	32.17	1.22	33.39	32.17	3.46	35.63	37.47	(5.30)	32.17	33.96	3.51	37.47
Employee incentive plan	**(0.03)**	-	(0.03)	(4.33)	4.30	(0.03)	(4.33)	4.30	(0.03)	10.17	(14.50)	(4.33)	8.70	1.47	10.17
Amortisation of revenue	**(1.06)**	-	(1.06)	(2.36)	0.26	(2.10)	(2.36)	1.30	(1.06)	(11.13)	8.77	(2.36)	(18.80)	7.67	(11.13)
Provision of doubtful debts	**103.21**	29.77	132.98	26.76	5.27	32.03	26.76	76.45	103.21	4.16	22.60	26.76	4.10	0.06	4.16
Right of use assets and lease liabilities	**3.18**	(0.87)	2.31	3.94	(0.69)	3.25	3.94	(0.76)	3.18	3.74	0.20	3.94	-	3.74	3.74
Amortisation of expense	**0.86**	-	0.86	0.86	-	0.86	0.86	-	0.86	4.26	(3.40)	0.86	7.20	(2.94)	4.26
Adjustment on initial application of Ind AS 115	**0.16**	-	0.16	0.16	-	0.16	0.16	-	0.16	(4.44)	4.60	0.16	(4.60)	0.16	(4.44)
Deferred tax assets (net)	91.23	25.19	116.42	30.50	5.23	35.73	30.50	60.73	91.23	12.03	18.47	30.50	7.99	4.04	12.03

Currency : (₹ in Million)

7 Other assets

(Unsecured considered good)

		Non-current					Current				
		30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019	**30.06.2021**	30.06.2020	31.03.2021	31.03.2020	31.03.2019
		(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	**(₹ in Million)**	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
(A)	**Capital advances**	**1.43**	1.44	1.43	1.44	17.16	**-**	-	-	-	-
(B)	**Other advances**										
	Prepaid expenses	**9.33**	0.44	10.23	4.11	4.76	**83.19**	73.15	48.20	61.45	110.46
	GST credit receivable	**-**	-	-	-	-	**206.60**	171.15	219.44	180.72	109.21
	Advance to suppliers	**-**	-	-	-	-	**149.04**	213.83	155.19	185.13	36.87
	Others	**9.66**	10.81	8.93	13.15	40.96	**34.65**	32.28	25.40	36.00	27.05
		20.42	12.69	20.59	18.70	62.88	**473.48**	490.41	448.23	463.30	283.59

NSDL e-Governance Infrastructure Limited

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

9 Trade receivables

Particulars	Current				
	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Unsecured, considered good	**2,636.24**	2,482.93	2,375.73	2,213.44	1,818.76
Trade receivables - credit impaired	**11.90**	11.90	11.90	11.90	11.90
Less: Allowance for doubtful trade receivables	**(528.68)**	(127.20)	(410.20)	(118.20)	(11.90)
Total	**2,119.46**	2,367.63	1,977.43	2,107.14	1,818.76

10 Cash and cash equivalents

	Current				
	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Balances with banks in current accounts	**164.97**	124.98	734.48	410.31	393.76
Cash on hand	**0.13**	0.13	0.13	0.12	0.08
	165.10	125.11	734.61	410.43	393.84

11 Other bank balances

	Current				
	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Bank Deposits with original maturity for more than 3 months but less than 12 months	**548.24**	343.23	416.83	90.64	161.00
Total	**548.24**	343.23	416.83	90.64	161.00

Portion of deposits held as restricted deposits with banks against performance guarantee are recognised under note 5 'other financial assets'.

12 Equity share capital

	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Authorised					
50,00,00,000 (30 June 2020: 50,00,00,000, 31 March 2021: 50,00,00,000, 31 March 2020: 50,00,00,000 ; 31 March 2019: 50,00,00,000) equity shares of ₹ 10 each.	**5,000.00**	5,000.00	5,000.00	5,000.00	5,000.00
Issued, Subscribed and Paid-up					
40,139,462 (30 June 2020: 40,007,981; 31 March 2021: 40,139,462; 31 March 2020: 40,007,981 ; 31 March 2019: 40,005,300) equity shares of ₹ 10 each fully paid up.	**401.39**	400.08	401.39	400.08	400.05
Total	**401.39**	400.08	401.39	400.08	400.05

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

12 Equity share capital *(Continued)*

a) Reconciliation of number of shares

	As at June 30, 2021		As at June 30, 2020		As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Number of shares	**Amount**	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
		(₹in Million)		(₹ in Million)		(₹ in Million)		(₹ in Million)		(₹ in Million)
Equity shares										
Opening balance	**40,139,462**	**401.39**	40,007,981	400.08	40,007,981	400.08	40,005,300	400.05	40,000,000	400.00
Issue of shares during the period/year	**-**	**-**	-	-	131,481	1.31	2,681	0.03	5,300	0.05
Closing balance	**40,139,462**	**401.39**	40,007,981	400.08	40,139,462	401.39	40,007,981	400.08	40,005,300	400.05

b) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Details of shareholders holding more than 5% share in the Company

	As at 30.06.2021		As at 30.06.2020		As at 31.03.2021		As at 31.03.2020		As at 31.03.2019	
	Numbers of Shares Held	**% of Holding**	Numbers of Shares Held	% of Holding	Numbers of Shares Held	% of Holding	Numbers of Shares Held	% of Holding	Numbers of Shares Held	% of Holding
NSE Investments Limited	**10,018,000**	**24.96**	10,018,000	25.04	10,018,000	24.96	10,018,000	25.04	10,018,000	25.05
IIFL Special Opportunities Fund	**2,894,507**	**7.21**	2,894,507	7.24	2,894,507	7.21	2,894,507	7.24	2,894,507	7.24
Administrator of Specified Undertaking of Unit Trust of India	**2,732,000**	**6.81**	2,732,000	6.83	2,732,000	6.81	2,732,000	6.83	2,732,000	6.83
IIFL Special Opportunities Fund – Series 4	**2,499,178**	**6.23**	2,499,178	6.25	2,499,178	6.23	2,499,178	6.25	2,499,178	6.25
IIFL Special Opportunities Fund – Series 2	**2,016,366**	**5.02**	2,016,366	5.04	2,016,366	5.02	2,016,366	5.04	2,016,366	5.04

d) Information on equity shares alloted without receipt of cash or alloted as bonus shares or shares bought back

The Company has neither alloted equity shares without receipt of cash or as bonus shares nor bought back any equity shares during preceeding five financial years.

NSDL e-Governance Infrastructure Limited

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

13 Other Equity

		30.06.2021 (₹ in Million)	30.06.2020 (₹ in Million)	31.03.2021 (₹ in Million)	31.03.2020 (₹ in Million)	31.03.2019 (₹ in Million)
a)	**Capital redemption reserve**					
	Balance at the beginning of the period/year	**250.00**	250.00	250.00	250.00	250.00
	Balance at the end of the period/year	**250.00**	250.00	250.00	250.00	250.00
b)	**General reserve**					
	Balance at the beginning of the period/year	**3,986.49**	3,984.30	3,984.30	3,984.30	2,984.30
	(i) Transfer from retained earnings	-	-	-	-	1,000.00
	(ii)Transfer from ESOP Reserve on options unexercised	-	-	2.19	-	-
	Balance at the end of the period/year	**3,986.49**	3,984.30	3,986.49	3,984.30	3,984.30
c)	**Retained earnings**					
	Balance at the beginning of the period/year	**1,940.19**	2,851.90	2,851.90	1,984.00	2,054.30
	(i) Adjustment on initial application of IndAS 115, net of tax	**-**		-	-	8.55
	(ii) Transfer to general reserve	**-**		-	-	(1,000.00)
	(iii) Dividend	**-**		(1,804.96)	(313.49)	(313.48)
	(iv) Profit for the period/year	**101.81**	116.76	921.85	1,219.25	1,236.04
	(v) Re-measurement of the defined benefit net liability / asset	**2.16**	(12.16)	(28.60)	(37.86)	(1.41)
	Balance at the end of the period/year	**2,044.16**	2,956.50	1,940.19	2,851.90	1,984.00
d)	**ESOP reserve**					
	Balance at the beginning of the period/year	**45.88**	47.32	47.32	35.31	9.70
	(i) Share based payment expense	**3.76**	1.80	11.41	12.01	25.61
	(ii) Transfer to General Reserve/Securities Premium on exercise of options unexercised/stock options	**-**	-	(12.85)	-	-
	Balance at the end of the period/year	**49.64**	49.12	45.88	47.32	35.31

NSDL e-Governance Infrastructure Limited

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

13 Other Equity *(Continued)*

		30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
		(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
e)	**Securities premium**					
	Balance at the beginning of the period/year	**52.49**	2.39	2.39	1.59	-
	(i) Issue of shares to employees on account of exercise of stock options	-		39.44	0.80	1.59
	(ii) Transfer from ESOP Reserve on exercise of stock options	-		10.66	-	-
	Balance at the end of the period/year	**52.49**	2.39	52.49	2.39	1.59
		6,382.78	7,242.31	6,275.05	7,135.91	6,255.20

14 Trade payables

	Current				
	30.06.2021	30.06.2020	31.03.2021	**31.03.2020**	31.03.2019
Trade payables	**(₹ in Million)**	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Dues of micro enterprises and small enterprises	**30.78**	49.10	167.10	60.60	50.80
Dues of creditors other than micro enterprises and small enterprises	**1,048.26**	989.11	821.31	826.24	848.93
	1,079.04	1,038.21	988.41	886.84	899.73

15 Other financial liabilities

	Non-current					Current				
	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019	**30.06.2021**	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	**(₹in Million)**	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Creditors for capital expenditure	-	-	-	-	-	**0.09**	30.08	23.68	35.03	12.98
Directors' commission payable	-	-	-	-	-	**9.90**	13.19	8.90	12.20	11.16
Employee benefits payable	-	-	-	-	-	**10.16**	6.48	9.81	4.18	4.78
Employee incentives payable	-	-	-	-	17.10	**114.23**	45.47	91.71	112.65	93.98
Other liabilities	-	-	-	-	-	**15.05**	24.03	18.61	15.55	31.58
Total	-	-	-	-	17.10	**149.43**	119.25	152.71	179.61	154.48

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

16 Provisions

	Non-current					Current				
	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019	**30.06.2021**	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	**(₹ in Million)**	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Provisions for employee benefits										
- Gratuity	**22.22**	24.43	-	-	-	**28.81**	28.91	96.10	67.19	28.06
- Compensated absences	**138.07**	21.60	134.71	98.60	83.10	**6.65**	111.46	7.38	29.30	24.10
Total	**160.29**	46.03	134.71	98.60	83.10	**35.46**	140.37	103.48	96.49	52.16

17 Other liabilities

	Non-current					Current				
	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019	**30.06.2021**	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	**(₹in Million)**	(₹ in Million)	(₹in Million)	(₹in Million)	(₹ in Million)
Contract liability*	**12.08**	13.60	11.22	16.44	32.77	**379.52**	390.61	363.72	337.09	396.88
Statutory dues payable:										
Goods and services tax payable	**-**		-	-	-	**80.29**	97.97	79.62	80.06	104.10
TDS payable	**-**		-	-	-	**15.24**	37.46	45.76	24.99	40.80
Other statutory liabilities	**-**		-	-	-	**4.75**	3.65	7.75	5.41	4.20
Total	**12.08**	13.60	11.22	16.44	**32.77**	**479.80**	529.69	496.85	447.55	545.98

*includes deferred revenue (30 June 2021: ₹ 40.29 Million, 30 June 2020: ₹ 50.76 Million, 31 March 2021: ₹ 41.60 Million, 31 March 2020: ₹ 57.13 Million & 31 March 2019: ₹ 52.62 Million)

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

18 Revenue from operations

	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Sale of services :					
Transaction fees	**962.19**	602.10	4,413.21	5,696.34	6,305.39
Accounts maintenance fees	**382.91**	361.85	1,606.95	1,417.51	1,173.96
Other operational income	-	-	11.16	47.54	73.05
Total	**1,345.10**	963.95	6,031.32	7,161.39	7,552.40

Information about major customers:

No single customer represents 10% or more of the Group's total revenue during the year ended March 31, 2019, March 31, 2020, March 31, 2021 and for period ended June 30, 2021 and June 30, 2020.

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially) satisfied performance obligations, along with the broad time band for the expected time to recognise those revenues, the Group has applied the practical expedient in Ind AS 115. Accordingly, the Group has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts. Unsatisfied (or partially satisfied) performance obligations are subject to variability due to several factors such as changes in scope of contracts, periodic revalidations of the estimates, economic factors, etc.

During the years ended 31 March 2021, 31 March 2020 and 31 March 2019 and during the period ended 30 June 2021 and 30 June 2020, no revenue is earned from Sale of distinct software and manufactured systems/traded goods.

The table below discloses the movement in contract liabilities during the period/year ended

Particulars	**30 June 2021**	**30 June 2020**	**31 March 2021**	**31 March 2020**	**31 March 2019**
Balance at the beginning of the period/year	374.94	353.53	353.53	429.65	454.40
Add: Advance received for which no revenue is recognised during the period/year	284.30	166.30	308.16	292.53	398.55
Less: Revenue recognised that was included in contract liabilities at the begnning of the period/year	(272.64)	(115.62)	(286.75)	(368.65)	(423.30)
Balance at the end of the period/year	386.60	404.21	374.94	353.53	429.65

Contract liabilities include payments received in advance of performance under the contract, and are realized with the associated revenue recognized under the

Reconciliation of revenue recognised in the statement of profit and loss with the contracted price	**30 June 2021**	30 June 2020	31 March 2021	31 March 2020	31 March 2019
Particulars	**(₹ in Million)**	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Contracted price with the customers	**1,345.10**	963.95	6,031.32	7,161.39	7,552.40
Less/Add: Adjustments	-	-	-	-	-
Revenue from contracts with customers (as per Statement of Profit and Loss)	**1,345.10**	963.95	6,031.32	7,161.39	7,552.40

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

19 Other income

	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Interest on assets measured at amortised cost					
- financial assets	**50.44**	66.42	262.66	250.46	211.73
- bank deposits	**9.55**	7.30	24.77	19.00	18.99
- overdue trade receivables	**15.25**	26.21	110.75	67.69	35.85
- security deposits	**1.88**	2.10	6.87	7.65	6.96
- others	**-**	-	-	-	8.57
Dividend income	**2.63**	2.29	9.22	16.28	11.58
Support charges	**1.65**	1.99	7.45	6.58	8.04
Miscellaneous income	**0.14**	-	-	0.21	2.03
Profit on sale of investments carried on amortised cost	**0.02**	-	52.28	-	-
Recovery againts bad debts	**-**	-	-	-	9.98
Others	**4.27**	2.98	14.95	17.14	18.91
Total	**85.83**	109.29	488.95	385.01	332.64

20 Employee benefits expenses

	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Salaries, wages and bonus	**149.32**	149.36	644.07	576.31	535.46
Share based payment expense	**3.76**	1.80	11.41	12.01	25.61
Contribution to provident and other fund	**21.26**	18.72	80.35	69.87	64.34
Staff welfare expenses	**3.53**	3.69	16.84	28.09	26.36
Total	**177.87**	173.57	752.67	686.28	651.77

NSDL e-Governance Infrastructure Limited

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

21 Other expenses

	30.06.2021	30.06.2020	31.03.2021	31.03.2020	31.03.2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Rent	**1.20**	0.41	4.11	11.21	46.32
Communication expenses	**28.49**	13.41	93.18	79.64	82.21
Travelling and conveyance expenses	**2.25**	1.88	8.41	65.11	65.88
Annual fees	**23.78**	25.13	106.29	93.28	74.30
Processing charges	**686.17**	466.11	3,136.80	3,845.66	4,107.18
Repairs and maintenance					
- To buildings	**5.91**	8.62	26.57	29.40	32.65
- To computers, trading and telecommunication systems	**177.92**	130.73	529.90	554.48	508.42
- To others	**3.60**	1.98	13.06	8.50	11.42
Insurance	**3.51**	5.06	15.79	14.80	15.28
Rates and taxes	**1.11**	1.08	18.31	9.90	12.17
Advertisement and publicity	**0.50**	2.07	3.26	10.96	13.48
Legal and Professional fees	**19.86**	8.62	44.91	42.47	34.21
Printing and stationery expenses	**0.12**	-	0.68	1.91	2.86
Payment to auditor (refer note below)	**1.00**	0.80	4.00	4.00	3.80
Electricity charges / power fuel	**6.76**	11.17	32.83	37.16	43.70
Directors' sitting fees	**2.15**	0.75	3.60	3.00	3.70
Directors' commission	**1.00**	0.99	8.90	12.10	12.40
Provision for doubtful debts	**118.48**	9.00	292.00	106.30	-
Balance written off	**-**	-	-	-	0.15
Loss on sale of property, plant and equipment	**-**	-	-	0.10	1.21
Loss on sale of investments mandatorily measured at amortised cost	**-**	-	-	-	0.51
Expenditure incurred on CSR activities (refer note 33)	**-**	18.98	57.64	18.09	32.22
Miscellaneous expenses	**4.26**	9.12	29.98	49.54	26.38
Total	**1,088.07**	715.91	4,430.22	4,997.61	5,130.45
Note :					
Payment to auditor (excluding taxes)					
As auditor :					
Audit fees	1.00	0.80	2.70	2.70	2.40
Tax audit fee	-	-	0.20	0.20	0.40
In other capacity					
Certification matters	-	-	0.60	0.60	1.00
Limited review	-	-	0.50	0.50	-
Total	**1.00**	0.80	4.00	4.00	3.80

Currency : (₹ in Million)

22 Earnings per share

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Net profit attributable to shareholders of the Company	**101.81**	116.76	921.85	1,219.25	1,236.04
Weighted Average number of equity shares issued for basic EPS	**40,139,462**	40,007,981	40,050,487	40,005,469	40,000,348
Basic earnings per share of ₹ 10/- each (in ₹)	**2.54**	2.92	23.02	30.48	30.90
Weighted Average number of equity shares issued for diluted EPS	**40,188,935**	40,116,712	40,085,730	40,096,691	40,055,432
Diluted earnings per share of ₹ 10/- each (in ₹)	**2.53**	2.91	23.00	30.41	30.86

Movement of weighted average number of equity shares for the period/year :

Particulars	**1 April 2021 to 30 June 2021**		1 April 2020 to 30 June 2020		2020-21		2019-20		2018-19	
	Basic	**Diluted**	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted
Opening balance	40,139,462	40,139,462	40,007,981	40,007,981	40,007,981	40,007,981	40,005,300	40,005,300	40,000,000	40,000,000
Effect of share option excercised	-	49,473	-	108,731	42,506	77,749	169	91,391	348	55,432
Weighted average number of equity shares for the period/year	**40,139,462**	40,188,935	40,007,981	40,116,712	40,050,487	40,085,730	40,005,469	40,096,691	40,000,348	40,055,432

23 Disclosure under Indian Accounting Standard 19 (Ind As 19) on Employee Benefits:

i) **Defined contribution plan:**

(a) The Group's contribution towards superannuation amounts to ₹ 18.39 Million,₹ 15.55 Million and ₹15.44 Million for year ended 31 March 2021, 31 March 2020 and 31 March 2019 respectively and ₹ 4.09 Million and ₹3.83 Million for the period ended 30 June 2021 and 30 June 2020 respectively. These contributions are made to the fund administered and managed by Life Insurance Corporation of India. The Group's monthly contributions are charged to the statement of profit and loss in the period they are incurred.

(b) Provident fund: Eligible employees of the Group receive benefit under the provident fund which is a defined contribution plan where in both the employee and the Group make monthly contributions equal to a specified percentage of the covered employees' salary. These contributions are made to the fund administered and managed by the Government of India. The Group's monthly contributions are charged to the statement of profit and loss in the period they are incurred. The total charge for the year amounts to ₹ 25.42 Million,₹ 23.40 Million and ₹ 21.54 Million for year ended 31 March 2021, 31 March 2020 and 31 March 2019 respectively and ₹ 6.71 Million and ₹5.88 Million for the period ended 30 June 2021 and 30 June 2020 respectively.

ii) **Defined benefit plan :**

(a) Gratuity: The Group has charged the gratuity expense to statement of profit & loss based on the actuarial valuation of gratuity liability at the end of the period/year. The projected unit credit method used to show the position is as under.

(i) Assumptions:

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Weighted average duration of the projected benefit obligation	**11**	11	11	9	9
Discount rate	**6.81%**	6.46%	6.80%	6.87%	7.76%
Rate of return on plan assets	**6.81%**	6.46%	6.80%	6.87%	7.76%
Salary escalation	**8.00%**	8.00%	8.00%	8.00%	8.00%
Attrition rate	**5.00%**	5.00%	5.00%	5.00%	5.00%

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

23 Disclosure under Indian Accounting Standard 19 (Ind As 19) on Employee Benefits: *(Continued)*

ii) **Defined benefit plan : *(Continued)***

(ii) Sensitivity analysis

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Delta effect of +1% change in rate of discounting	(37.50)	(34.81)	(37.14)	(32.33)	(25.98)
Delta effect of -1% change in rate of discounting	43.69	40.73	43.29	37.76	30.31
Delta effect of +1% change in rate of salary increase	42.75	39.71	42.35	36.97	29.94
Delta effect of -1% change in rate of salary increase	(37.44)	(34.64)	(37.07)	(32.29)	(26.15)
Delta effect of +1% change in rate of employee turnover	(3.94)	(4.66)	(3.95)	(3.34)	(0.91)
Delta effect of -1% change in rate of employee turnover	4.42	5.26	4.43	3.75	0.99

(iii) Table showing change in benefit obligation:

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Present value of benefit obligation at the beginning of the period/year	**437.89**	439.85	439.85	356.75	307.00
Interest cost	**7.46**	7.57	30.12	27.78	23.83
Current service cost	**8.78**	7.59	30.35	26.77	24.36
Benefits paid from the fund	**(1.85)**	(10.83)	(85.33)	(7.94)	(2.59)
Actuarial (gains)/losses on obligations - due to change in financial assumptions	**(0.24)**	14.92	2.79	29.09	(0.84)
Actuarial (gains)/losses on obligations - due to experience	**(1.42)**	(2.89)	20.11	7.40	4.99
Present value of benefit obligation at the end of the period/year	**450.62**	456.21	437.89	439.85	356.75

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

23 Disclosure under Indian Accounting Standard 19 (Ind As 19) on Employee Benefits: *(Continued)*

ii) **Defined benefit plan : *(Continued)***

(iv) Table showing fair value of plan assets:

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Fair value of plan assets at the beginning of the period/year	**341.79**	372.66	372.66	328.69	273.70
Interest income	**5.79**	6.40	25.50	25.60	21.21
Contributions by the employer	**48.31**	34.73	34.66	27.78	33.64
Benefits paid from the fund	**(1.85)**	(10.83)	(85.33)	(7.94)	(2.59)
Return on plan assets, excluding interest income	**5.55**	(0.09)	(5.70)	(1.47)	2.73
Fair value of plan assets at the end of the period/year	**399.59**	402.87	341.79	372.66	328.69

(v) Amount recognised in the Balance Sheet

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Fair value of plan assets as at the end of the period/year	**399.59**	402.87	341.79	372.66	328.69
Present value of benefit obligation at the end of the period/year	**450.62**	456.21	437.89	439.85	356.75
Net (liability) / asset recognised in the Balance Sheet	**(51.03)**	(53.34)	(96.10)	(67.19)	(28.06)

(vi) Net interest cost for current period/year

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Interest cost	**7.46**	7.57	30.12	27.78	23.83
Interest income	**(5.79)**	(6.40)	(25.50)	(25.60)	(21.21)
Net interest cost for current period/year	**1.67**	1.17	4.62	2.18	2.62

(vii) Expenses recognised in the Statement of profit and loss

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Current service cost	**8.78**	7.59	30.35	26.77	24.36
Net interest cost	**1.67**	1.17	4.62	2.18	2.62
Expenses recognised in the Statement of profit and loss	**10.45**	8.76	34.97	28.95	26.98

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

23 Disclosure under Indian Accounting Standard 19 (Ind As 19) on Employee Benefits: *(Continued)*

(viii) Expenses recognised in the other comprehensive income

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2020
Return on plan assets, excluding interest income	**(5.55)**	0.09	5.70	1.47	(2.73)
Actuarial (gains)/losses on obligation for the period/year	**(1.66)**	12.04	22.90	36.49	4.15
Net expense for the period/year recognized in OCI	**(7.21)**	12.13	28.60	37.96	1.42

(ix) Balance sheet reconciliation

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Opening net liability	**96.10**	67.19	67.19	28.06	33.30
Expenses recognized in statement of profit and loss	**10.45**	8.76	34.97	28.95	26.98
Expenses recognized in OCI	**(7.21)**	12.13	28.60	37.96	1.42
Employer's contribution	**(48.31)**	(34.73)	(34.66)	(27.78)	(33.64)
Net liability/(asset) recognised in the balance sheet	**51.03**	53.34	96.10	67.19	28.06

(x) Category of assets

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Insurer managed funds	**399.59**	402.87	341.79	372.53	328.66
Total	**399.59**	402.87	341.79	372.53	328.66

(xi) Expected contribution for next year

(₹ in Million)

	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Expected contribution for next period/year	51.03	53.34	96.10	67.19	28.06
Total	**51.03**	53.34	96.10	67.19	28.06

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

23 Disclosure under Indian Accounting Standard 19 (Ind As 19) on Employee Benefits: *(Continued)*

(xii) Maturity Analysis of the Benefit Payments

(₹ in Million)

Particulars	Period ended 30.06.2021	Period ended 30.06.2020	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Projected Benefits Payable in Future Years From the Date of Reporting					
1st Following Year	21.06	78.36	20.53	88.21	65.74
2nd Following Year	65.64	18.69	27.29	18.00	24.59
3rd Following Year	20.96	60.66	56.32	24.01	16.26
4th Following Year	20.74	18.28	20.45	49.86	23.47
5th Following Year	29.09	18.00	28.74	17.71	43.26
Sum of Years 6 To 10	166.84	140.20	164.10	140.42	118.00
Sum of Years 11 and above	640.74	567.54	630.61	558.56	522.59

(xiii) Details of the benefit plan for the current year and previous four years:

(₹ in Million)

	1 April 2021 to 30 June 2021	1 April 2020 to 30 June 2020	2020-21	2019-20	2018-2019	2017-2018	2016-2017
Present value of the defined benefit obligation	**450.62**	456.21	437.89	439.85	356.75	307.00	260.50
Fair value of the plan assets	**399.59**	402.87	341.79	372.66	328.69	273.70	219.20
(Deficit) in the plan	**51.03**	53.34	96.10	67.19	28.06	33.30	41.30
Experience adjustments arising on							
- plan assets	-	-	-	-	-	-	-
- plan liabilities loss / (gain)	-1.42	-2.89	20.11	7.38	4.99	15.40	13.30

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

25 Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and allocating performance. The Group's chief operating decision maker is the Chief Executive Officer and Managing Director.

The Group is mainly engaged in the business of providing IT enabled e-Governance services to its clients in India. All other activities of the Group revolve around the main business. These activities are conducted only in one geographic segment viz India. Therefore, the disclosure requirements of Ind AS 108 "Operating Segments" are not applicable.

26 Related Party Transactions

26 (a) Names of the related parties and related party relationship

Related party
a. Entities having significant influence
IIFL Special Opportunities Fund (from February 16, 2018)
NSE Investments Limited (erstwhile NSE Strategic Investments Corporation Limited) (from October 1, 2013)
b. Key Managerial Personnel
Mr. Gagan Rai - Managing Director & Chief Executive Officer (upto February 17, 2021)
Mr Suresh Sethi - Managing Director & Chief Executive Officer (from February 18, 2021)
Mr. Jayesh Sule - Whole Time Director & Chief Operating Officer
Mr. Tejas Desai - Chief Financial Officer
Mr.Maulesh Kantharia - Company Secretary
c. Subsidiaries
NSDL e-Governance(Malaysia) SDN BHD
NSDL e-Governance Australia Pty Ltd (from 9 December, 2020)
NSDL e-Governance Account Aggregator Limited (from 2 November 2020)

26 (b) Details of transactions with related parties are as follows :

(₹ in Million)

	1 April 2021 to 30 June 2021			**1 April 2020 to 30 June 2020**			**2020-21**			**2019-20**			**2018-19**		
Nature of transactions	**Key Managerial Personnel**	**Subsidiaries**	**Entities having substantial interest**	Key Managerial Personnel	Subsidiaries	Entities having substantial interest	Key Managerial Personnel	Subsidiaries	Entities having substantial interest	Key Managerial Personnel	Subsidiaries	Entity having substantial interest	Key Managerial Personnel	Subsidiaries	Entity having substantial interest
Dividend paid															
IIFL Special Opportunities Fund	-	-	-	-	-	-	-	-	540.00	-	-	78.00	-	-	78.00
NSE Investments Limited	-	-	-	-	-	-	-	-	450.80	-	-	65.10	-	-	65.10
Mr Gagan Rai	-	-	-	-	-	-	2.76	-	-	-	-	-	-	-	-
Mr Jayesh Sule	-	-	-	-	-	-	0.53	-	-	-	-	-	-	-	-
Mr Tejas Desai	-	-	-	-	-	-	0.28	-	-	-	-	-	-	-	-
Mr.Maulesh Kantharia	-	-	-	-	-	-	0.07	-	-	-	-	-	-	-	-
Short-term benefits															
Mr Gagan Rai	-	-	-	15.75	-	-	100.80	-	-	51.10	-	-	46.70	-	-
Mr Jayesh Sule	**5.10**	-	-	6.58	-	-	28.70	-	-	26.10	-	-	19.30	-	-
Mr Suresh Sethi	**5.24**	-	-	-	-	-	2.10	-	-	-	-	-	-	-	-
Mr Tejas Desai	**1.35**	-	-	1.65	-	-	8.40	-	-	6.70	-	-	6.10	-	-
Mr.Maulesh Kantharia	**0.54**	-	-	0.62	-	-	3.00	-	-	2.80	-	-	2.10	-	-
Advances given															
NSDL e-Governance Australia Pty Ltd	-	-	-	-	-	-	-	2.40	-	-	-	-	-	-	-
NSDL e-Governance Account Aggregator Limited	-	-	-	-	-	-	-	0.62	-	-	-	-	-	-	-

NSDL e-Governance Infrastructure Limited

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

26 Related Party Transactions

26 (b) Details of transactions with related parties are as follows *(Continued)* :

(₹ in Million)

	1 April 2021 to 30 June 2021			1 April 2020 to 30 June 2020			2020-21			2019-20			2018-19		
Nature of transactions	**Key Managerial Personnel**	**Subsidiaries**	**Entities having substantial interest**	Key Managerial Personnel	Subsidiaries	Entities having substantial interest	Key Managerial Personnel	Subsidiaries	Entities having substantial interest	Key Managerial Personnel	Subsidiaries	Entity having substantial interest	Key Managerial Personnel	Subsidiaries	Entity having substantial interest
Investment in subsidiaries				-	-	-									
NSDL e-Governance(Malaysia) SDN BHD	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
NSDL e-Governance Australia Pty Ltd	-	-	-	-	-	-	-	0.06	-	-	-	-	-	-	-
NSDL e-Governance Account Aggregator Limited	-	-	-	-	-	-	-	30.00	-	-	-	-	-	-	-
Share based payment															
Mr Gagan Rai	-	-	-	0.30	-	-	0.82	-	-	2.40	-	-	5.36	-	-
Mr Suresh Sethi	**3.41**	-	-	-	-	-	5.98	-	-	-	-	-	-	-	-
Mr Jayesh Sule	**0.11**	-	-	0.16	-	-	0.43	-	-	1.25	-	-	2.79	-	-
Mr Tejas Desai	**0.06**	-	-	0.01	-	-	0.21	-	-	0.40	-	-	0.77	-	-
Mr.Maulesh Kantharia	**0.02**	-	-	0.03	-	-	0.08	-	-	0.16	-	-	0.30	-	
Closing balances															
Advances given															
NSDL e-Governance(Malaysia) SDN BHD	-	**4.20**	-	-	4.20	-	-	4.20	-	-	4.20	-	-	4.30	-
NSDL e-Governance Australia Pty Ltd	-	**2.40**	-	-	-	-	-	2.40	-	-	-	-	-	-	-
Investment in subsidiaries															
NSDL e-Governance(Malaysia) SDN BHD*	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
NSDL e-Governance Australia Pty Ltd	-	**0.06**	-	-	-	-	-	0.06	-	-	-	-	-	-	-
NSDL e-Governance Account Aggregator Limited	-	**30.00**	-	-	-	-	-	30.00	-	-	-	-	-	-	-

The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.

*Represents value less than ₹ 0.01 Million.

27 CHANGE DUE TO TRANSITION TO IND AS - 116 "LEASES"

Following are the changes in the carrying value of right of use assets for the period/year ended:

	As at 30 June 2021	As at 30 June 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Particulars	**(₹ in Million)**	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Office premises					
Balance as at beginning of the period/Year	57.20	136.70	136.70	213.59	-
Additions on account of adoption of Ind AS 116	-		-	-	290.91
Termination	-	-	(15.90)	-	-
Depreciation	(11.11)	(19.26)	(63.60)	(76.89)	(77.32)
Balance as at end of the period/Year	**46.09**	117.44	57.20	136.70	213.59

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

27 CHANGE DUE TO TRANSITION TO IND AS - 116 "LEASES" *(Continued)*

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities as at 31 March and 30 June:

	As at 30 June 2021	As at 30 June 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Particulars	**(₹ in Million)**	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Current lease liabilities	**43.65**	70.70	43.21	72.32	64.22
Non-current lease liabilities	**7.55**	51.32	18.66	66.76	139.15
Total	**51.20**	122.02	61.87	139.08	203.37

The following is the movement in lease liabilities during the period/year ended 31 March amd 30 June :

	As at 30 June 2021	As at 30 June 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Particulars	**(₹ in Million)**	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Opening balance	**61.87**	139.08	139.08	203.37	-
Additions on account of adoption of Ind AS 116	**-**		-	-	261.73
Finance cost accrued during the period	**1.36**	3.10	9.45	16.23	21.89
Termination	**-**	-	(17.30)	-	-
Payment of lease liabilities	**(12.03)**	(20.16)	(69.36)	(80.52)	(80.25)
Closing balance	**51.20**	122.02	61.87	139.08	203.37

Interest on lease liabilities is ₹ 21.89 Million for the year ended on 31 March 2019, ₹ 16.23 Million for the year ended on 31 March 2020, ₹ 9.45 Million for the year ended on 31 March 2021, ₹ 3.10 Million for the period ended 30 June 2020 and ₹ 1.36 Million for the period ended 30 June 2021.

The weighted average incremental borrowing rate of 9.30% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

The table below provides details regarding the contractual maturities of lease liability as at 31 March and 30 June on an undiscounted basis:

	As at 30 June 2021	As at 30 June 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Particulars	**(₹ in Million)**	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Less than one year	**46.56**	79.13	52.07	82.32	80.40
One to five years	**7.64**	54.19	19.10	68.57	153.49
More than five years		-	-	-	-
Total	**54.20**	133.32	71.17	150.89	233.89

Rental expense recorded for short-term leases and low- value assets was ₹ 4.11 Million for the year ended 31 March 2021, ₹ 11.21 Million for the year ended 31 March 2020, ₹ 46.32 Million for the year ended 31 March 2019, ₹ 0.41 Million for the period ended 30 June 2020 and ₹ 1.22 Million for the period ended 30 June 2021.

The total cash outflow for leases is ₹ 73.47 Million for the year ended 31 March 2021 and ₹ 91.73 Million for the year ended 31 March 2020, ₹ 126.57 Million for the year ended 31 March 2019, ₹ 20.61 Million for the period ended 30 June 2020 and ₹ 9.41 Million for the period ended 30 June 2021, including cash outflow of short-term leases and leases of low-value assets.

Lease contracts entered by the Group pertains to office premises taken on lease to conduct its business in the ordinary course. The Group does not have any lease restrictions and commitment towards variable rent as per the contract.

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

30 Capital and other commitments

Particulars	As at 30 June 2021	As at 30 June 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)	(₹ in Million)
Capital Commitments	**1.70**	2.40	2.50	29.90	189.60
Other Commitments - Bank guarantee	**78.52**	78.52	78.52	78.55	96.62

Refer note 27 for contractual maturities of lease liability i.e. lease commitments.

31 Contingent liabilities:

(i) On account of disputed demand raised by Sales tax officer for MVAT and CST: ₹226.32 Million at 30 June 2021, ₹226.32 Million at 30 June 2020, ₹226.32 Million at 31 March 2021,₹226.32 Million at 31 March 2020, ₹226.32 Million at 31 March 2019 @

(ii) Claims against the Group not acknowledged as debts: ₹ 9.90 Million at 30 June 2021, ₹ 9.90 Million at 30 June 2020 ,₹ 9.90 Million at 31 March 2021,₹ 9.90 Million at 31 March 2020 and ₹ 9.90 Million at 31 March 2019 (net) #

Based on management evaluation and advice of tax consultants, these claims are not tenable against the Group, and therefore no provision for this contingency has been established.

\# MVAT payable to seller on purchase of Times Tower premises

@ Demand raised by sales tax officer for MVAT and CST payable on services provided by Group. The Group has filed an appeal before the Sales Tax Tribunal and paid a deposit of ₹14.20 Million under protest. The amounts assessed as contingent liability do not include interest that could be claimed by the authorities.

32 Details of dues to micro, small and medium enterprises as defined under the MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, which came into force from October 2, 2006 and on the basis of the information and records available with the Group, the following disclosures are made for the amounts due to the Micro and Small enterprises:

(₹ in Million)

Particulars	As at 30 June 2021	As at 30 June 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
The amounts remaining unpaid to micro and small suppliers as at the end of the period/year					
Principal	**30.78**	49.10	167.10	60.60	50.80
Interest	-	-	-	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting period/year	-	-	-	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-	-	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting period/year	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-	-	-	-

33 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

a) Gross amount required to be spent by the Group on Corporate Social Responsibility activities during the financial year 2020-21 is ₹ 36.00 Million for the year ended 31 March 2021,₹ 37.10 Million for the year ended 31 March 2020 and ₹ 33.20 Million for the year ended 31 March 2019.

33 Notes to accounts *(Continued)*

b) Amount spent during the year :

(₹ in Million)

Particulars	Amount paid	Paid in subsequent period	Total
31 March 2019			
Construction / acquisition of any asset	-	-	-
On above purpose	32.20	-	32.20
31 March 2020			
Construction / acquisition of any asset	-	-	-
On above purpose	18.10	19.00	37.10
31 March 2021			
Construction / acquisition of any asset	-	-	-
On above purpose	38.64	-	38.64

Note: Disclosure for June 2021 and June 2020 is not not given, as the requirement for this disclosure is on annual basis.

34 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its funds in a manner that it achieves maximum returns (net of taxes) with minimum risk to the capital and consider the liquidity concerns for its working capital requirements.

To meet the above objectives, the Group invests it funds in bank fixed deposits receipts (FDRs), the tax free bonds, non-convertible debentures and mutual funds as per the Group's investment policy.

Since the Group has no loans and borrowings, the disclosure requirements related to capital management defined in clause 135 (a) (ii), and (b) to (e) of Ind AS 1 "Presentation of Financial Statements" are not applicable to the Group.

35 Investor Education & Protection Fund

For the period ended 30 June 2021 & 30 June 2020 and years ended March 31, 2021, March 31, 2020 and March 31, 2019, the Group is not required to transfer any amount into the Investor Education & Protection Fund as required under relevant provisions of the Companies Act, 2013.

36 Social Security Code

The proposed Social Security Code, 2019, when promulgated, would subsume labour laws including Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and amend the definition of wages on which the organisation and its employees are to contribute towards Provident Fund. The Group believes that there will be no significant impact on its contributions to Provident Fund due to the proposed amendments. Additionally, there is uncertainty and ambiguity in interpreting and giving effect to the guidelines of Hon. Supreme Court vide its ruling in February 2019, in the case of Surya Roshi Ltd. versus Employees Provident Fund, in relation to the scope of compensation on which the organisation and its employees are to contribute towards Provident Fund. The Group will evaluate its position and act, as clarity emerges.

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

37 COVID -19

The beginning of 2020 has witnessed the global spread of COVID-19, i.e. coronavirus which is continuing in the current period. It is an evolving human tragedy declared as global pandemic by the World Health Organisation with an adverse impact on economy and business. Global threat is continuing to grow, and at a rapidly accelerating rate.
Considering the unprecedented and ever evolving situation, the Group during the current period has performed detailed re-assessment of its current and non-current assets comprising of tangible and intangible assets, investments, receivables (including unbilled), assets held for sale and other current assets considering both internal and external information available till date. On the basis of current assessment and estimates, the Group does not see risk of recoverability of its current and non-current assets and accordingly, no material adjustment is required in these financial statements.
Given the uncertainties associated with nature, condition and duration of COVID -19, the impact assessment on the Group's financial statements will be continuously made and provided for as required. Considering the fact that the global situation is evolving day by day with new facts and numbers, the management is continuously monitoring the material changes for current period and for the subsequent period.

38 Subsequent events

There are no subsequent events post the balance-sheet date.
Dividends declared by the Company are based on profits available for distribution. On 7 May 2021, the Board of Directors of the Company have proposed a final dividend of ₹ 9 per share in respect of the year ended March 31, 2021. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. It would result in a cash outflow of approximately ₹ 361.26 Million.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala
Partner
Membership No. 100060

Place : Mumbai
Date : 17 August 2021

For and on behalf of the Board of Directors of
NSDL e-Governance Infrastructure Limited
(CIN: U72900MH1995PLC095642)

Shailesh Haribhakti
Chairman
DIN-00007347

Suresh Sethi
Managing Director and CEO
DIN-06426040

Jayesh Sule
Whole Time Director
DIN-07432517

Tejas Desai
Chief Financial Officer

Maulesh Kantharia
Company Secretary

Place : Mumbai
Date : 17 August 2021

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

24 Financial instruments

24.1 Financial instruments by category

The carrying value and fair value of financial instruments by categories as of March 31, 2019 were as follows:

(₹ In Million)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/ liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated Upon Initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
Assets:			-	-	-	-	-
Cash and cash equivalents	393.84	-	-	-	-	393.84	393.84
Investments:							
Tax free bonds	3,218.18	-	-	-	-	3,218.18	3,293.46
Liquid mutual fund units	-	-	459.38	-	-	459.38	459.38
Non convertible debentures	48.17	-	-	-	-	48.17	47.76
Trade receivables	1,818.76	-	-	-	-	1,818.76	1,818.76
Other financial assets	597.64	-	-	-	-	597.64	597.64
Total	6,076.59	-	459.38	-	-	6,535.97	6,610.84
Liabilities:							
Lease liabilities	203.37	-	-	-	-	203.37	203.37
Trade payables	899.73	-	-	-	-	899.73	899.73
Other financial liabilities	171.58	-	-	-	-	171.58	171.58
Total	1,274.68	-	-	-	-	1,274.68	1,274.68

The carrying value and fair value of financial instruments by categories as of March 31, 2020 were as follows:

(₹ In Million)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/ liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated Upon Initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
Assets:							
Cash and cash equivalents	410.43	-	-	-	-	410.43	410.43
Investments:							
Tax free bonds	3,808.24	-	-	-	-	3,808.24	4,022.41
Liquid mutual fund units	-	-	210.08	-	-	210.08	210.08
Non convertible debentures	43.36	-	-	-	-	43.36	44.32
Trade receivables	2,107.14	-	-	-	-	2,107.14	2,107.14
Other financial assets	546.19	-	-	-	-	546.19	546.19
Total	6,915.36	-	210.08	-	-	7,125.44	7,340.57
Liabilities:							
Lease liabilities	139.08	-	-	-	-	139.08	139.08
Trade payables	886.84	-	-	-	-	886.84	886.84
Other financial liabilities	179.61	-	-	-	-	179.61	179.61
Total	1,205.53	-	-	-	-	1,205.53	1,205.53

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

24 Financial instruments *(Continued)*

The carrying value and fair value of financial instruments by categories as of March 31, 2021 were as follows:

(₹ In Million)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/ liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated Upon Initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
Assets:							
Cash and cash equivalents	734.61	-	-	-	-	734.61	734.61
Investments:							
Tax free bonds	2,705.11	-	-	-	-	2,705.11	3,052.31
Liquid mutual fund units	-	-	-	-	-	-	-
Non convertible debentures	146.64	-	-	-	-	146.64	144.68
Trade receivables	1,977.43	-	-	-	-	1,977.43	1,977.43
Other financial assets	820.88	-	-	-	-	820.88	820.88
Other assets	6,384.67	-	-	-	-	6,384.67	6,729.91
Liabilities:							
Lease liabilities	61.87	-	-	-	-	61.87	61.87
Trade payables	988.41	-	-	-	-	988.41	988.41
Other financial liabilities	152.71	-	-	-	-	152.71	152.71
Total	1,202.99	-	-	-	-	1,202.99	1,202.99

The carrying value and fair value of financial instruments by categories as of June 30, 2020 were as follows:

(₹ In Million)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/ liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated Upon Initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
Assets:							
Cash and cash equivalents	125.11	-	-	-	-	125.11	125.11
Investments:							
Tax free bonds	3,803.54	-	-	-	-	3,803.54	3,861.34
Liquid mutual fund units	-	-	212.37	-	-	212.37	212.37
Non convertible debentures	43.36	-	-	-	-	43.36	43.36
Trade receivables	2,367.63	-	-	-	-	2,367.63	2,367.63
Other financial assets	805.55	-	-	-	-	805.55	805.55
Other assets	7,145.19	-	212.37	-	-	7,357.56	7,415.36
Liabilities:							
Lease liabilities	122.02	-	-	-	-	122.02	122.02
Trade payables	1,038.21	-	-	-	-	1,038.21	1,038.21
Other financial liabilities	119.25	-	-	-	-	119.25	119.25
Total	1,279.48	-	-	-	-	1,279.48	1,279.48

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

24 Financial instruments *(Continued)*

The carrying value and fair value of financial instruments by categories as of June 30, 2021 were as follows:

(₹ In Million)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/ liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated Upon Initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
Assets:							
Cash and cash equivalents	165.10	-	-	-	-	165.10	165.10
Investments:							
Tax free bonds	2,700.29	-	-	-	-	2,700.29	3,065.36
Liquid mutual fund units	-	-	402.34	-	-	402.34	402.34
Non convertible debentures	142.66	-	-	-	-	142.66	139.84
Trade receivables	2,119.46	-	-	-	-	2,119.46	2,119.46
Other financial assets	908.73	-	-	-	-	908.73	908.73
Other assets	6,036.24	-	402.34	-	-	6,438.58	6,800.83
Liabilities:							
Lease liabilities	51.20	-	-	-	-	51.20	51.20
Trade payables	1,079.04	-	-	-	-	1,079.04	1,079.04
Other financial liabilities	149.43	-	-	-	-	149.43	149.43
Total	1,279.67	-	-	-	-	1,279.67	1,279.67

Carrying amounts of cash and cash equivalents, liquid mutual fund units, trade receivables and trade payables as at June 30, 2021, June 30, 2020, March 31, 2021, March 31, 2020 and March 31, 2019 approximate the fair value. Difference between the carrying amounts and fair value of other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the periods presented. Fair value measurement of lease liabilities is not required.

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

24 Financial instruments *(Continued)*

24.2 Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Particulars	As of March 31, 2019	Fair value measurement at end of the reporting year		
		Level 1	Level 2	Level 3
Assets				
Investments in liquid mutual fund units		459.38	-	-
Investments in tax free and Government bonds		-	3,293.46	-
Investments in non convertible debentures		47.76	-	-

Particulars	As of March 31, 2020	Fair value measurement at end of the reporting year		
		Level 1	Level 2	Level 3
Assets				
Investments in liquid mutual fund units		210.08	-	-
Investments in tax free and Government bonds		-	4,022.41	-
Investments in non convertible debentures		44.32	-	-

Particulars	As of March 31, 2021	Fair value measurement at end of the reporting year		
		Level 1	Level 2	Level 3
Assets				
Investments in liquid mutual fund units		-	-	-
Investments in tax free and Government bonds		-	3,052.31	-
Investments in non convertible debentures		144.68	-	-

Particulars	As of June 30, 2020	Fair value measurement at end of the reporting period		
		Level 1	Level 2	Level 3
Assets				
Investments in liquid mutual fund units		212.37	-	-
Investments in tax free and Government bonds		-	3,861.34	-
Investments in non convertible debentures		43.36	-	-

Particulars	As of June 30, 2021	Fair value measurement at end of the reporting period		
		Level 1	Level 2	Level 3
Assets				
Investments in liquid mutual fund units		402.34	-	-
Investments in tax free and Government bonds		-	3,065.36	-
Investments in non convertible debentures		139.84	-	-

There has been no transfers between Level 1 and Level 2.

The fair value of liquid mutual funds is based on quoted price. The fair value of tax free bonds and government bonds is based on quoted prices and market observable inputs. The fair value is of non-convertible debentures is based on quoted prices.

During the year ended 31 March 2021, due to exceptional circumstances, the Group has liquidated some of its long term investments. However, there is no change in the Group’s philosophy, policy and business model with respect to investment as on the balance sheet date.

Currency : (₹ in Million)

24 Financial Instruments *(Continued)*

24.3 Financial risk management

Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 2119.46 Million ,₹2367.63 Million, ₹ 1,977.43 Million , ₹ 2,107.14 Million and ₹ 1,818.76 Million as of 30 June 2021, 30 June 2020, 31 March 2021, 31 March 2020 and 31 March 2019, respectively. Trade receivables is typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

The following table gives details in respect of percentage of revenues generated from top customer and top five customers:

Particulars	**June 30, 2021**	June 30, 2020	March 31, 2021	March 31, 2020	March 31, 2019
Revenue from top customer	**9**	7	5	5	4
Revenue from top five customers	**27**	19	15	13	9

Credit risk exposure

The allowance for lifetime expected credit loss on customer balances is as below:

(₹ in Million)

Particulars	**June 30, 2021**	June 30, 2020	March 31, 2021	March 31, 2020	March 31, 2019
Balance at the beginning	**410.20**	118.20	118.20	11.90	11.90
Net remeasurment of loss allowance	**118.48**	9.00	292.00	106.30	-
Balance at the end	**528.68**	127.20	410.20	118.20	11.90

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted bonds issued by government and quasi government organizations, non convertible debentures issued by government aided institutions and certificates of deposit which are funds deposited at a bank for a specified time period.

Based on the industry practices and the business environment in which the entity operates, management considers that the trade receivables are credit impaired if it exceeds a specified number of days for respective categories of customers.

An impairment analysis is performed at each reporting date on an individual basis for major clients. The amount of loss allowance recognized for such trade receivables on specific identification method is Rs. 11.90 Million as at 30 June 2021 (30 June 2020 - Rs. 11.90 Million, 31 March 2021 - Rs. 11.90 Million, 31 March 2020 - Rs. 11.90 Million, 31 March 2019 - Rs. 11.90 Million). In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. Sales to certain customers are either based on advance payments or restricted to certain limits to contain exposures to credit risk.

Expected credit loss (ECL):

The Group allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, time value of money, available information etc.) and applying experienced credit judgement. The Group monitors the economic environment in the Country for the forward looking statement while estimating the expected credit loss. Exposures to customers outstanding at the end of each reporting period are reviewed by the Group to determine incurred and expected credit losses, giving due regard for probable exposures on disputed dues or dues that are subject to litigation. Historical trends of impairment of trade receivables do not reflect any significant credit losses. The Group expects the historical trend of minimal credit losses to continue.

24 Financial Instruments *(Continued)*

24.3 Financial risk management *(Continued)*

Liquidity risk

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group has no outstanding bank borrowings. The Group believes that the working capital is sufficient to meet its current requirements.

The companies working capital including cash and cash equivalents and investment are as follows :

(₹ in Million)

Particulars	**June 30, 2021**	June 30, 2020	March 31, 2021	March 31, 2020	March 31, 2019
Current assets	**3,969.33**	3,759.56	3,882.68	3,500.21	3,303.80
Current liabilities	**(1,787.38)**	(1,898.22)	(1,784.66)	(1,682.81)	(1,769.81)
Working capital	**2,181.95**	1,861.34	2,098.02	1,817.40	1,533.99
Cash and cash equivalents	**165.10**	125.11	734.61	410.43	393.84
Investments	**518.72**	218.34	114.36	212.07	464.20

As of 31 March 2019, 31 March 2020, 31 March 2021, 30 June 2020 and 30 June 2021, the outstanding employee benefit obligations were ₹ 28.06 Million, ₹ 67.19 Million, ₹ 96.10 Million, ₹ 53.34 Million and ₹ 51.03 Million respectively, which have been substantially funded.

The table below provides details regarding the contractual maturities of significant financial liabilities on gross and undiscounted basis as of June 30, 2021:

(₹ in Million)

Particulars	**Less than 1 year**	**1-2 years**	**2-4 years**	**4-7 years**	**Total**
Trade payables	1,079.04	-	-	-	1,079.04
Lease liabilities	46.56	7.64	-	-	54.20
Other financial liabilities	149.43	-	-	-	149.43

The table below provides details regarding the contractual maturities of significant financial liabilities on gross and undiscounted basis as of June 30, 2020:

(₹ in Million)

Particulars	**Less than 1 year**	**1-2 years**	**2-4 years**	**4-7 years**	**Total**
Trade payables	1,038.21	-	-	-	1,038.21
Lease liabilities	79.13	54.19	-	-	133.32
Other financial liabilities	119.25	-	-	-	119.25

The table below provides details regarding the contractual maturities of significant financial liabilities on gross and undiscounted basis as of March 31, 2021:

(₹ in Million)

Particulars	**Less than 1 year**	**1-2 years**	**2-4 years**	**4-7 years**	**Total**
Trade payables	988.41	-	-	-	988.41
Lease liabilities	52.07	19.10	-	-	71.17
Other financial liabilities	152.71	-	-	-	152.71

The table below provides details regarding the contractual maturities of significant financial liabilities on gross and undiscounted basis as of March 31, 2020:

(₹ in Million)

Particulars	**Less than 1 year**	**1-2 years**	**2-4 years**	**4-7 years**	Total
Trade payables	886.84	-	-	-	886.84
Lease liabilities	82.32	68.57	-	-	150.89
Other financial liabilities	179.61	-	-	-	179.61

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

24 Financial Instruments *(Continued)*

24.3 Financial risk management *(Continued)*

Liquidity risk ***(Continued)***

The table below provides details regarding the contractual maturities of significant financial liabilities on gross and undiscounted basis as of March 31, 2019:

(₹ in Million)

Particulars	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	899.73	-	-	-	899.73
Lease liabilities	80.40	134.39	19.10	-	233.89
Other financial liabilities	171.58	-	-	-	171.58

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

28 Non-controlling interest

Percentage of holding	As at 30 June 2021	As at 30 June 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
NSDL e-Governance Infrastucture Limited	**51**	51	51	51	51
Non-controlling interest	**49**	49	49	49	49
Total	**100**	100	100	100	100

Share capital of NSDL e-Governance (Malaysia) SDN BHD	Nos.	Value in MYR
NSDL E-Governance Infrastucture Limited	51	510
Non-controlling interest	49	490
Total	100	1,000

Breakup of reserves & surplus
Reserve and surplus calculation

	Non-controlling interest	Non-controlling interest	Non-controlling interest	Non-controlling interest	Non-controlling interest
Particulars	**30 June 2021**	30 June 2020	31 March 2021	31 March 2020	31 March 2019
Opening	**(1.85)**	(1.85)	(1.85)	(1.14)	(0.40)
Profit / (loss) during the period/year*	**-**	-	-	(0.71)	(0.74)
Closing	**(1.85)**	(1.85)	(1.85)	(1.85)	(1.14)

*Represents value less than ₹0.01 million for financial period/year ended.

Annexure VI - Notes to the restated consolidated financial information *(Continued)*

Currency : (₹ in Million)

29 Employee Stock Option Plan

The shareholders of the Group had approved NSDL Employees Stock Option Plan, 2017 on December 4, 2017 to be provided to specified categories of employees of the Group. The options are to be granted at exercise price per option of ₹ 310, upon vesting, shall entitle the holder to acquire 1 equity share of ₹ 10 as face value, with an exercise period of 3 years from the date of vesting provided that 25% of the options granted will vest on 1st, 2nd, 3rd and 4th anniversary from the date of grant.

Grant date	Exercise Price	Options granted	Options vested and Exercisable	Options unvested	Options exercised	Options cancelled	Options outstanding
December 4, 2017	310	396,192	170,326	62,393	139,462	24,011	232,719
September 18, 2020	310	20,000	-	20,000	-	-	20,000
December 3, 2020	310	40,000	-	40,000	-	-	40,000
Total		**456,192**	**170,326**	**122,393**	**139,462**	**24,011**	**292,719**

Movement of stock options during the period/year

Particulars	For the period ended 30 June 2021				For the period ended 30 June 2020				For the year ended 31 March 2021				For the year ended 31 March 2020				For the year ended 31 March 2019			
	No. of options	Range of exercise prices `	Weighted average exercise price Rs.	Weighted average remaining contractual life (Years)	No. of options	Range of exercise prices `	Weighted average exercise price Rs.	Weighted average remaining contractual life (Years)	No. of options	Range of exercise prices Rs.	Weighted average exercise price Rs.	Weighted average remaining contractual life (Years)	No. of options	Range of exercise prices Rs.	Weighted average exercise price Rs.	Weighted average remaining contractual life (Years)	No. of options	Range of exercise prices Rs.	Weighted average exercise price Rs.	Weighted average remaining contractual life (Years)
Outstanding at the beginning of the priod/year	292,719	310	310	2.68	380,492	310	310	3.03	380,492	310	310	3.03	385,857	310	310	4.03	396,192	310	310	6.03
Granted during the period/year	-	310	310	-	-	310	310	3.94	60,000	310	310	3.94	-	310	310	-	-	-	-	-
Forfeited during the period/year	-	310	310	-	-	310	310	-	(16,294)	310	310	-	(2,682)	310	310	-	(5,035)	310	310	-
Exercised during the period/year	-	310	310	-	-	310	310	-	(131,481)	310	310	-	(2,681)	310	310	-	(5,300)	310	310	-
Rounding off difference	-	-	-	-	-	-	-	-	2	-	-	-	(2)	-	-	-	-	-	-	-
Outstanding at the end of the period/year	292,719	310.00	310.00	2.68	380,492	310	310	3.03	292,719	310	310	2.68	380,492	310	310	3.03	385,857	310	310	4.03
Exercisable at the end of the year	170,326	310	310.00	1.87	209,392	310	310	2.19	170,326	310	310	1.87	209,392	310	310	2.19	103,387	310	310	2.68

The weighted average remaining contractual life for the share options outstanding as at June 30, 2021 was 2.68 years (June 30, 2020: 3.03 years, March 31, 2021: 2.68 years, March 31, 2020 : 3.03 years, March 31, 2019: 4.03 years). The weighted average exercise price for the options exercised during the period was ₹ 310 (June 30, 2020: ₹ 310, March 31, 2021: ₹ 310, March 31, 2020 : ₹ 310, March 31, 2019 : ₹ 310). Maximum Term of the options is 7 Years. The weighted average fair value of the options granted during the year was ₹ Nil (June 30, 2020: Nil, March 31, 2021: ₹ 295, March 31 2020 : Nil, March 31 2019 : Nil).

The aggregate compensation cost of ₹ 3.76 Million (30 June 2020: ₹ 1.80 Million, 31 March 2021: ₹ 11.41 Million, 31 March 2020: ₹ 12.01 Million & 31 March 2019: ₹ 25.61 Million) has been recognised under the ESOP plan 2017 and has been disclosed under Employee benefit expense under note 20.

Significant assumptions used to estimate the fair value of options:

Variables	Grant date Sep 18, 2020	Grant date Dec 2, 2020
1. Risk Free Interest Rate	4.66%	4.48%
2. Expected Life	2.50	3.00
3. Expected Volatility	104.65%	89.63%
4. Dividend Yield	0.00%	0.00%
5. Price of the underlying share in market at the time of the option grant (Rs.)	468.00	468.00

The fair value of ESOPs granted is determined using Black & Scholes Model.

There is no options granted during the period ended 30 June 2021, 30 June 2020 and years ended 2019-20 and 2018-19.

Currency : (₹ in Million)

Additional disclosures as per amendments in division II of Schedule III of the Companies Act 2013

A) Trade receivables outstanding and ageing schedule (excluding provision for doubtful debts) as follows:

Particulars	Outstanding for following periods from due date of payment as on 30 June 2021					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,146.51	165.14	626.57	117.75	279.15	2,335.12
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	11.90	11.90
(iii) Disputed Trade Receivables considered good	8.95	32.20	259.97	-	-	301.12
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment as on 30 June 2020					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,351.80	402.52	169.89	173.09	118.16	2,215.46
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	11.90	11.90
(iii) Disputed Trade Receivables considered good	159.66	107.81	-	-	-	267.47
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment as on 31 March 2021					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	959.36	266.54	476.61	183.41	188.69	2,074.61
(ii) Undisputed Trade Receivables – considered doubtful	-	-			11.90	11.90
(iii) Disputed Trade Receivables considered good	31.25	74.12	195.75	-	-	301.12
(iv) Disputed Trade Receivables considered doubtful	-	-		-	-	-

Particulars	Outstanding for following periods from due date of payment as on 31 March 2020					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,540.96	249.25	211.24	196.48	15.51	2,213.44
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	11.90	11.90
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment as on 31 March 2019					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,561.51	229.49	25.06	2.71	-	1,818.76
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	2.52	9.38	11.90
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

B) Shares held by promoters at the end of the period

Promoter name	As at 30.06.2021			As at 30.06.2020			As at 31.03.2021			As at 31.03.2020			As at 31.03.2019		
	No. of Shares	% of total shares	% Change during the period	No. of Shares	% of total shares	% Change during the period	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
There is no promoter holding at the end of the period/year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Annexure VI - Notes to the restated consolidated financial information *(Continued)*
Currency : (₹ in Million)
Additional disclosures as per amendments in Schedule III of the Companies Act 2013

C) Trade payables due for payment
The following ageing schedule shows the Trade payables due for payment
Trade Payables ageing schedule

Particulars	Outstanding for following periods from due date of payment as on 30 June 2021				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	30.78	-	-	-	30.78
Others	763.84	70.04	82.70	131.68	1,048.26
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment as on 30 June 2020				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	49.10	-	-	-	49.10
Others	662.48	97.57	70.24	158.82	989.11
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment as on 31 March 2021				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	167.10	-	-	-	167.10
Others	560.30	50.14	91.12	119.75	821.31
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment as on 31 March 2020				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	60.60	-	-	-	60.60
Others	522.08	236.21	59.69	8.26	826.24
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment as on 31 March 2019				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	50.80	-	-	-	50.80
Others	667.63	77.14	94.17	9.99	848.93
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

D) Capital-Work-in Progress

Particulars	Amount in CWIP for the period ended 30 June 2021				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.70	0.07	-	0.15	0.91

Particulars	Amount in CWIP for the period ended 30 June 2020				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1.07	-	-	-	1.07

Particulars	Amount in CWIP for the year ended 31 March 2021				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	14.00	0.07	-	0.15	14.21

Particulars	Amount in CWIP for the year ended 31 March 2020				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1.05	53.23	-	-	54.28

Particulars	Amount in CWIP for the year ended 31 March 2019				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	50.18	1.12	-	-	51.30

E) Ratios

Particulars	As at 30 June 2021	As at 30 June 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Current ratio	2.22	1.98	2.18	2.08	1.87
Net profit ratio	8%	12%	15%	17%	16%
Return on equity	6%	6%	14%	16%	19%
Return on capital employed	6%	6%	13%	16%	19%
Return on investment	2%	2%	9%	6%	6%
Net capital turnover ratio	0.84	0.56	0.98	1.00	1.18
Trade receivables turnover ratio	2.54	1.63	3.05	3.40	4.15
Trade payables turnover ratio	1.06	0.84	4.95	6.29	6.43

F) Corporate Social Responsibility (CSR)

Particulars	As at 31 March 2019	As at 31 March 2020	As at 31 March 2021
Amount required to be spent by the Group during the year	32.20	37.10	38.64
Amount of expenditure incurred	32.20	18.10	38.64
Shortfall at the end of the year	-	19.00*	-
Total of previous years shortfall	-	-	-
Reason for shortfall	-	-	-
Nature of CSR activities	Charitable activities	Charitable activities	Charitable activities
Details of related party transactions	-	-	-
Where a provision is made with respect to a liability incurred by entering into a contractual obligation	NA	NA	NA

** Shortfall paid in subsequent year(refer note 33)*
Note: Disclosure for June 2021 and June 2020 is not given, as the requirement for this disclosure is on annual basis.

Annexure VI - Notes to the restated consolidated financial information *(Continued)*
Currency : (₹ in Million)
Additional disclosures as per amendments in Schedule III of the Companies Act 2013

G) During the period/year the Group has not done any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

H) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

I) During the period/year the Group has not utilised any amount of share premium.

3. Non-adjusting items

Audit Qualifications in Annexure to Auditors' Report, which do not require any corrective adjustments in the Restated Consolidated Financial Information

In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2016 ('CARO') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the years ended March 31, 2021, March 31, 2020 and March 31, 2019. Certain statements/comments included in the annexure to the Auditors' report on the financial statements (i.e. CARO), which do not require any adjustments in the Restated Consolidated Financial Information are reproduced below in respect of the financial statements presented:

Financial year 2018-2019

Clause (vii)(a)

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods and Services Tax ('GST') and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Sales tax, Value added tax, Service tax, duty of Customs and duty of Excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, GST and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.

Clause (vii)(b)

According to the information, explanations and representation given to us there are no dues of Income tax and GST which have not been deposited with the appropriate authorities on account of any dispute other than those mentioned below:

Name of the Statute	Nature of the Dues	Amount (₹ In Million)	Period to which the amount relates	Forum where dispute is pending
The Maharashtra Value Added Tax Act, 2002	Sales Tax, Interest and Penalty	226.00	2015-2016	Appellate Tribunal
Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	0.32	2015-2016	Appellate Tribunal

Financial year 2019-2020

Clause (vii)(a)

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, duty of Customs, Cess and any other material statutory dues have been generally regularly deposited during the year with the appropriate authorities. As explained to us, the Company did not have any dues on account of Sales tax, Value added tax, Service tax, duty of Customs and duty of Excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Services Tax, duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

Clause (vii)(b)

According to the information and explanations given to us, there are no dues in respect of Income Tax and GST which have not been deposited on account of any dispute. The dues of Central Sales Tax/Value Added Tax as disclosed below have not been deposited by the Company on account of disputes as at 31 March 2020:

Name of the Statute	Nature of the Dues	Amount (₹ In Million)	Period to which the amount relates	Forum where dispute is pending
The Maharashtra Value Added Tax Act, 2002	Sales Tax, Interest and Penalty	226.00	2015-2016	Appellate Tribunal

Financial year 2020-2021

Clause (vii)(a)

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax and any other material statutory dues have been generally regularly deposited during the year with the appropriate authorities. As explained to us, the Company did not have any dues on account of duty of Customs and Cess.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Services Tax and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.

Clause (vii)(b)

According to the information and explanations given to us, there are no dues in respect of Income Tax and Goods and Services Tax which have not been deposited on account of any dispute. The dues of Central Sales Tax and Value Added Tax as disclosed below have not been deposited by the Company on account of disputes as at 31 March 2021:

Name of the Statute	Nature of the Dues	Amount (₹ In Million)	Period to which the amount relates	Forum where dispute is pending
The Maharashtra Value Added Tax Act, 2002	Sales Tax, Interest and Penalty	211.80#	2015-2016	Appellate Tribunal
Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	0.32	2015-2016	Appellate Tribunal

These amounts are net of amount paid under protest of Rs 14.20 Million

OTHER FINANCIAL INFORMATION

Non-GAAP Measures

Certain non-GAAP financial measures relating to our financial performance such as, EBITDA, Return on Net Worth, Return on Equity, Return on Capital Employed, Adjusted EBITDA, Adjusted EBITDA Margin and Net Asset Value Per Equity Share ("**Non-GAAP Measures**") have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures relating to our financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and other information relating to financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. See "*Risk Factors - 49. We have in this Draft Red Herring Prospectus included certain non-GAAP financial and operational measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the IT / ITES industry. We rely on certain assumptions and estimates to calculate such measures, therefore such measures may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by other similar companies.*" beginning on page 41.

(₹ in millions, unless otherwise stated)

Particulars	As at and for the year/period ended				
	June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2020	March 31, 2019
Profit for the period/year	101.81	921.85	116.76	1,218.54	1,235.30
Weighted average number of basic equity shares outstanding during the period/year (in million)#	40.14	40.05	40.01	40.01	40.00
Weighted average number of diluted equity shares outstanding during the period/year (in million)#	40.19	40.09	40.12	40.10	40.06
Bonus shares issued subsequent to 31 December 2020$	Nil	Nil	Nil	Nil	Nil
Basic number of equity shares #$ (3+4)	40.19	40.09	40.12	40.10	40.06
Net Worth for equity shareholders as restated as at (₹ in million)	6,782.32	6,674.59	7,640.54	7,534.14	6,654.11
EBITDA (in ₹ million)	164.99	1,337.38	183.75	1,862.51	2,102.82
Earnings per share					
Basic earnings per share (Face Value of ₹ 10 each) (in ₹)	2.54	23.02	2.92	30.48	30.90
Diluted earnings per share (Face Value of ₹ 10 each) (in ₹)	2.53	23.00	2.91	30.41	30.86
Return on Net Worth (%)	1.50%	13.81%	1.53%	16.17%	18.56%
Net Asset Value Per Equity Share (in ₹)	168.97	166.65	190.98	188.33	166.35

Notes:

A *The ratios have been computed as follows:*

a) Earning Per Share (Basic) = Restated net profit after tax and adjustments, available for equity shareholders/Weighted average number of equity shares outstanding during the period/year
b) Earning Per Share (Diluted) = Restated profit for the period/year / Weighted average number of diluted potential equity shares outstanding during the period/year
c) Return on Net Worth (%) = Restated net profit after tax and adjustments, available for equity shareholders/ Restated Net worth at the end of the period/year
d) Net Asset Value Per Equity Share (in ₹) = Restated Net Worth at the end of the period/year / Number of equity shares outstanding at the end of the period/year
e) EBITDA = EBITDA stands for earnings before interest, taxes, depreciation and amortisation which has been arrived at by adding finance cost, depreciation expense, and total tax expense to the restated profit for the period / year

B *Accounting and other ratios are derived from the Restated Consolidated Financial Information.*

C *Net Worth for calculating ratios = aggregate value of the paid-up share capital including all reserves created out of the profits, capital redemption reserves, general reserves, securities premium and ESOP Reserves, but does not include reserves created out of revaluation of assets, writeback of depreciation and amalgamation, attributable to equity holders of the Company*

D *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year*

E *Earnings per share calculations are in accordance with Indian Accounting Standard 33 (Ind AS 33) - Earnings per share*

F *EPS and Return on Net Worth numbers for the three months ended June 30, 2021 have not been annualised*

Reconciliation of non-GAAP measures

Reconciliation for the following non-GAAP financial measures included in this Draft Red Herring Prospectus, EBITDA, Return on Net Worth and Net Asset Value Per Equity Share are given below:

A. Reconciliation of restated profit for the period / year to EBITDA for the period / year

The table below reconciles restated profit for the period / year to EBITDA. EBITDA is calculated as restated profit for the period / year plus total tax expenses, depreciation and amortization expenses, and finance costs.

(₹ in millions, unless otherwise stated)

Particulars	For the year/period ended				
	June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2020	March 31, 2019
Profit for the period / year (I)	101.81	921.85	116.76	1,218.54	1,235.30
Adjustments					
Add: Tax expense (II)	21.21	238.17	18.67	357.63	569.67
Add: Finance Cost (III)	1.36	9.45	3.10	16.23	21.89
Add: Depreciation and amortisation expense (IV)	40.61	167.91	45.23	270.11	275.96
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) (V = I + II + III + IV)	164.98	1,337.38	183.75	1,862.51	2,102.82

B. Reconciliation of Return on Net Worth

Return on Net Worth is calculated as restated profit for the period / year divided by total equity on the last day of the fiscal period/year.

(₹ in millions, unless otherwise stated)

Particulars	As at and for the year/period ended				
	June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2020	March 31, 2019
Equity Share Capital (I)	401.39	401.39	400.08	400.08	400.05
Other Equity (II)	6,380.93	6,273.20	7,240.46	7,134.06	6,254.06
Total Equity, after minority interest (III = I + II)	6,782.32	6,674.59	7,640.54	7,534.14	6,654.11
Profit for the period / year (IV)	101.81	921.85	116.76	1,218.54	1,235.30
Return on Net Worth (%) (V= IV / III)	1.50%	13.81%	1.53%	16.17%	18.56%

C. Reconciliation of Net Asset Value Per Equity Share

(₹ in millions, unless otherwise stated)

Particulars	As at				
	June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2020	March 31, 2019
Equity Share Capital (I)	401.39	401.39	400.08	400.08	400.05
Other Equity (II)	6,380.93	6,273.20	7,240.46	7,134.06	6,254.06
Total Equity, after minority interest (III = I + II)	6,782.32	6,674.59	7,640.54	7,534.14	6,654.11
No. of equity shares[#$] (in millions) (IV)	40.14	40.05	40.01	40.01	40.01
Net Asset Value Per Equity Share (V = III / IV) (in ₹))	168.97	166.65	190.98	188.33	166.35

The audited standalone financial statements of our Company as at and for the year ended March 31, 2021, March 31, 2020, and March 31, 2019 and the audit reports thereon ("**Audited Financial Statements**") are available at https://www.egov-nsdl.co.in/disclosures_notice.html. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the Company, or any entity in which it or its shareholders have significant influence or any of its advisors, nor any Book Running Lead Managers or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at June 30, 2021, on the basis of amounts derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Risk Factors*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", beginning on pages 21, 173 and 259, respectively.

(₹ in million)

Particulars	Pre-Offer as at June 30, 2021	Adjusted for the proposed Offer*
Total borrowings		Refer notes below
Current borrowings# **(A)**	Nil	
Non-current borrowings (including current maturities of long-term borrowings) #(**B**)	Nil	
Total borrowings (C)	Nil	
Total equity		
Equity share capital	401.39	
Other equity#	6,380.93	
Total equity (D)	**6,782.32**	
Total non-current borrowings (including current maturities of long- term borrowings)/ Total equity (B)/(D)	Nil	
Total borrowings/ total equity (C)/(D)	Nil	

Notes:

* *Our Company is proposing to offer the Equity Shares through an offer for sale by way of initial public offering. Hence, there will be no change in the shareholders' funds on account of this Offer.*

\# *These terms carry the same meaning as per Schedule III of the Companies Act.*

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 - Related Party Disclosures, read with the SEBI ICDR Regulations as at and for the three months period ended June 30, 2021 and June 30, 2020 and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 and as reported in the Restated Consolidated Financial Information, see *Restated Consolidated Financial Information – Annexure VI – Notes to the Restated Consolidated Financial Information – Note 26: Related Party Transactions*" beginning on page 235.

FINANCIAL INDEBTEDNESS

Our Board is empowered to borrow money in accordance with Section 179 and Section 180 of the Companies Act and our AoA. As of the date of this Draft Red Herring Prospectus, our Company and our Subsidiaries do not have any outstanding fund-based facilities.

Our Company has a sanctioned bank guarantee facility of ₹ 250.00 million valid for a period of 10 years. The outstanding amount of the bank guarantee availed by the Company is ₹ 78.52 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Information on page 173.

This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 15. Also read "Risk Factors" and "- Significant Factors Affecting our Results of Operations" on pages 21 and 261, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Unless otherwise indicated or the context otherwise requires, the financial information for Fiscal 2019, 2020 and 2021 and the three months ended June 30, 2020 and June 30, 2021 included herein is derived from the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 173.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of large-scale IT infrastructure demand in India" dated December 2021 (the "CRISIL Report"), prepared and issued by CRISIL, appointed by us on May 12, 2021 and exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. A copy of the CRISIL Report is available on website of our Company at https://www.egov-nsdl.co.in/disclosures_notice.html. For more information, see "Risk Factors – 48. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned by and paid for by us for the purposes of the Offer. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate." on page 41. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 12.

OVERVIEW

We are one of the key IT-enabled solution companies in India (*Source: CRISIL Report*) engaged in conceptualizing, developing and executing nationally critical and population scale greenfield technology solutions. We collaborate with the government and extensive experience in creating digital public infrastructure and developing innovative citizen-centric e-governance solutions. We were originally setup as a depository in 1995 and created a systemically important national infrastructure for capital market development in India. We have been the chief architect and implementer for some of the most critical and large-scale technology infrastructure projects in India (*Source: CRISIL Report*). We believe our solutions have led to identification of bottlenecks in government services, increased transparency and efficiency, redefined delivery of public services and led to a reduction in service delivery costs. We are among the leading Indian companies in the e-governance sector in terms of profitability, operating income, operating profit and operating profit margin in Fiscal 2020 (*Source: CRISIL Report*). We are a professionally managed company and are led by an experienced senior management team whose expertise and industry experience have helped us grow our operations and innovate our services.

Since inception, we have implemented and managed 18 projects spread across seven ministries and autonomous bodies ushering change in public delivery of services. We have been instrumental in establishing public digital infrastructure and creating e-governance interventions impacting multiple sectors of the Indian economy. Some of our key interventions include:

- Modernising the direct tax infrastructure in India through projects like Permanent Account Number ("**PAN**") issuance, the Tax Information Network ("**TIN**") including Online Tax Accounting Systems ("**OLTAS**").
- Strengthening the old age security system in the country by building the core IT infrastructure as a Central Recordkeeping Agency ("**CRA**") for the National Pension System ("**NPS**").
- Enabling the universal social security system for all Indians, particularly the workers in the unorganized sector by creating technology infrastructure as a CRA for the Atal Pension Yojana ("**APY**").
- Contributing to the India Stack, a set of application programming interface ("**API**") that allows governments, businesses, startups and developers to utilise a unique digital infrastructure to prepare solutions that are presence-less, paperless and enable cashless service delivery. We have also enabled the BFSI sector by providing Aadhaar-based identity authentication and e-Sign services, as a licensed certifying authority empaneled by the Controller of Certifying Authorities. We were appointed as a registrar for enrolling citizens for Aadhaar.
- Improving accessibility to education and skill financing through creation of efficient digital marketplaces enabling discovery of financial resources through platforms such as Vidya Lakshmi, Vidyasaarathi and Vidya Kaushal.

In our experience, these projects have resulted in reduction of turnaround time by digitizing processes, ensuring better compliance with government policies and enhancing transparency by providing real-time reports and dashboards to stakeholders. For further information on our key projects, see " – *Key Projects*" on page 129.

Project-wise major highlights and our market share are as below:

SERVICES	MAJOR HIGHLIGHTS	MARKET SHARE*
	Service vertical : Public Finance Management System and Taxation	
PAN Issuance	Over 350 million PAN issued since commencement	46.8%
TIN	1.85 million deductors filed tax in Fiscal 2021	60%
	Service vertical : Social Security (as of June 30, 2021)	
National Pension System	14.29 million Subscribers	97%
	AUM (₹ million) 59,59,176.41	
Atal Pension Yojana	28.86 million Subscribers	100%
	AUM (₹ million) 1,70,174.06	
	Service Vertical: Aadhaar Stack & National ID (as of June 30, 2021)	
Aadhaar Authentication	2027.19 million transactions	7%
e-KYC	713.12 million transactions	4.2%**
e-Sign	100.25 million transactions	-

* *Source: CRISIL Report*
** *Market share as an Authentication Service Agency*

We have over the years successfully adapted to technology advancements through continuous investments in new technologies and capabilities and by developing sophisticated technology architecture. We have domain knowledge for various industries that allows us to develop functionalities that address specific requirements of end-users, businesses and public entities. While executing large and complex projects, we leverage our comprehensive program management expertise. Our clients benefit from our delivery model, significant experience across various technologies, industry knowledge, project management expertise and proprietary software engineering tools developed in-house.

Our business model has resulted in positive cash flows over the years and our cash flows from our operating activities were ₹ 1,359.44 million, ₹ 535.10 million, ₹ 1,001.19 million in Fiscal 2019, 2020 and 2021, respectively. We have been profitable since Fiscal 1999 and have consistently declared and paid dividends since Fiscal 2001. The table below set out our key financial metrics for the periods indicated:

Particulars	**Fiscal**			**Three months ended June 30, 2020**	**Three months ended June 30, 2021**
	2019	**2020**	**2021**		
	(₹ million except percentages)				
Profit for the year/period	1,235.30	1,218.54	921.85	116.76	101.81
Revenue from operations	7,552.40	7,161.39	6,031.32	963.95	1,345.10
ROE	18.56%	16.17%	13.81%	1.53%	1.50%
ROCE	26.38%	20.64%	17.10%	1.79%	1.79%

We are a professionally managed company and are led by an experienced senior management team whose expertise and extensive industry experience has helped us grow our operations and innovate our services over the years. Our Shareholders include financial institutions such as IIFL, NSE Investments Limited, SUUTI, Citicorp Finance India Limited and certain public and private sector banks such as State Bank of India, Punjab National Bank, Union Bank of India, Bank of Baroda and Canara

Bank, HDFC Bank Limited, Axis Bank Limited, Deutsche Bank A.G, The Hong Kong and Shanghai Banking Corporation Limited, Standard Chartered Bank, among others.

We aim to broaden and deepen the integration of sustainability-related aspects into our operations and have a defined ESG framework that guides our business. We understand our responsibility towards the society at large and therefore, our business model focuses on the foundation of social capitalism. We are also cognizant of other important sustainability aspects and endeavour to continuously enhance our operations towards factors influencing ESG. A comprehensive impact diagnostic assessment has been undertaken by an independent agency and we intent to incorporate their audit findings into our strategic planning process. The assessment will help us identify opportunities to improve further towards global and national sustainability goals.

PRESENTATION OF FINANCIAL INFORMATION

Our restated consolidated balance sheet as at March 31, 2019, 2020 and 2021, and as at June 30, 2020 and June 30, 2021 and the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated cash flow statement, restated statement of changes in equity and notes forming part of the restated consolidated financial information for the years ended March 31, 2019, March 31, 2020 and March 31, 2021 and for the three months ended June 30, 2020 and June 30, 2021 together with the summary of significant accounting policies and explanatory information thereon (collectively, the "**Restated Consolidated Financial Information**"), have been compiled from our audited financial statements as at and for the years ended March 31, 2019, 2020 and 2021, and as at and for the three months ended June 30, 2020 and June 30, 2021 prepared in accordance with the Ind AS prescribed under Section 133 of the Companies Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, which have been approved by the Board at their meetings held on May 7, 2021, June 22, 2020 and June 5, 2019, respectively. In addition, in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, certain adjustments have been incorporated for alignment of accounting policies, rectification of errors and regroupings/reclassifications across the different periods for the preparation of the Restated Consolidated Financial Information for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 and for the three months ended June 30, 2020 and June 30, 2021 based on the accounting policies and grouping/classifications followed by the Company for preparation of its audited consolidated financial statements as at and for the three months ended June 30, 2021.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Impact of COVID-19

On March 14, 2020, the Government of India declared COVID-19 as a "notified disaster" and initiated a nation-wide lockdown beginning March 25, 2020 for three weeks which was extended to May 31, 2020. The lockdown was periodically extended to varying degrees by state governments and local administrations. The lockdown, including shutdown of public transportation, hampered our business and field operations. A second wave of COVID-19 beginning in March 2021 became more severe and widespread than the first wave during 2020, with many geographies experiencing shortages of vaccines, hospital beds and oxygen. This second wave has also resulted in additional lockdowns throughout India. As a result of this second wave of COVID-19 cases and associated lockdowns, our business and field operations were similarly hampered. The extent and/ or duration of ongoing workforce restrictions and limitations could impact our ability to successfully provide our services, comply with various reporting requirements to the regulators in a timely manner, among others. Our profitability was marginally impacted as certain clients sought price reductions or discounts. Our revenue from operations decreased by 15.78% from ₹ 7,161.39 million in Fiscal 2020 to ₹ 6,031.32 million in Fiscal 2021. We also witnessed an increase in provision for doubtful debts from ₹ 106.30 million in Fiscal 2020 to ₹ 292.00 million in Fiscal 2021 due to an increase in expected credit risk loss on long outstanding trade receivables.

While India is accelerating its vaccination drive, further waves of new COVID-19 cases are still possible. The longer-term trajectory of the COVID-19 pandemic and the effects of mutations in the virus, both in terms of scope and intensity of the pandemic, together with their impact on our industry and the broader economy are still difficult to assess or predict and pose ongoing and significant uncertainties that will be difficult to quantify. To the extent that the COVID-19 pandemic worsens or there are further waves of the virus of the future, we could suffer additional losses, which could adversely affect our business and profitability.

Diversified offerings and solutions and pricing

Our revenue, gross margins and profit vary among our offerings. Among the risks associated with the introduction of new offerings and solutions are delays in development, cost of development, delays in implementation, reduction in pricing, difficulty in predicting demand for new offerings and solutions, quality or other defects. In addition, our business depends on our ability to ensure payment from our clients for our offerings, and we maintain provisions against receivables and unbilled services and deploy stringent follow up procedures for customer receivables.

Our revenue growth and margin performance depends on the potential demand for our solutions and from the verticals in which we operate. As particular markets experience more (or less) growth, we would expect these trends to be reflected in our results in those areas. The growth in the healthcare industry is supported by increased demand due to the COVID-19 pandemic and government initiatives like access-free drugs and diagnostics under the Ayushman Bharat programme, increased spending under healthcare, and increased penetration of insurance and increased awareness about regular health check-ups. With renewed impetus from PM Jan Arogya Yojana and government focus shifting to the healthcare sector, the healthcare delivery market is expected to clock ₹ 7.67 trillion in Fiscal 2025. (*Source: CRISIL Report*) The degree of adoption of digitization depends on the digital maturity of the market/ vertical, regulatory compliances, and prioritization of IT budgets on digital spend compared to legacy solutions.

We negotiate pricing terms for a composite project, including our products and integration and maintenance services, utilizing a range of pricing structures including cost or project-based, transaction or services-based or on a hybrid model with features of both such pricing models. Our pricing is dependent on our internal forecasts and predictions about our offerings and solutions and associated services and the demand for such solutions by our clients, which may be based on limited data and could prove to be inaccurate. In addition, our pricing, cost and profit margin estimates on certain offerings and solutions, frequently include anticipated long-term research and development and investment costs that we expect to incur. In addition, certain of our offerings and solutions, and services require investment in hardware and software in the early stages that is expected to be recovered through subsequent billings, occasionally over the life of the agreement. Our projects often involve the construction of new technology products and communications networks and the development and deployment of advanced technologies.

Continuing relationship with existing clients and expansion of client base

We partner with the government and have over 25 years of experience in creating digital public infrastructure and developing innovative citizen-centric e-governance solutions. Our IT enabled e-governance services generated revenue from operations of ₹ 7,552.40 million, ₹ 7,161.39 million, ₹ 6,031.32 million, ₹ 963.95 million and ₹ 1,345.10 million in Fiscal 2019, 2020 and 2021, and the three months ended June 30, 2020 and June 30, 2021, respectively, and accounted for all of our total revenue from operations in each period. The termination of a major contract or loss of a major client or a significant reduction in the service performed on a major contract or for a major client could result in a reduction of such revenue. Further, given that our clients are government agencies, are subject to additional regulatory or other scrutiny associated with commercial transactions with government owned or controlled entities and agencies and there may be delays associated with collection of receivables from government owned or controlled entities.

As our client relationships mature and deepen, we seek to maximize our revenues and profitability by expanding the scope of our offerings with the objective of winning more business from our clients. Many of our existing clients typically expand their scope of our services by either expanding our services from one location to additional locations in which they operate, or by gradually engaging us for other services to aid in their digital transformation journey. We believe that our ability to strengthen our existing client relationships will be an important factor in our future growth and in our ability to continue increasing our profitability.

We intend to further grow our sales force to provide broader client coverage. Further, our ability to grow our client base and drive market adoption of our services is also affected by the pace at which organizations digitally transform. We believe the degree to which prospective clients recognize the need for our offerings to maximize their business process would lead to a higher budget allocation for purchasing and engaging our services. This will drive our ability to acquire new clients and increase sales to existing clients which, in turn, will drive our revenue growth and will affect our future financial performance.

Increased marketing and branding focus

In order to compete effectively and grow our business, particularly to implement our growth strategy of diversifying our offerings into new sectors and expanding into new geographies, we continue to invest significant resources on further strengthening our brand through extensive brand building and marketing campaigns. While we continue to focus on strengthening our services portfolio, we will need to continue to invest significant resources in marketing activity to further establish our brand, which will impact our expenditure and profitability. Some of the factors which require us to increase our brand building activities include: increased spending from our competitors, the increasing costs of supporting multiple offerings and services and complex technology solutions, expansion into geographies and products where our offerings are less well known as well as inflation in pricing. We have incurred significant financial and human resources on the establishment and maintenance of our service offerings, and we will continue to invest in, and devote resources to, advertising and marketing, as well as other brand building efforts to enhance consumer awareness of our brand and the services and technology solutions we offer. In addition, we have recently changed the name of our Company and expect to undertake additional marketing and brand building activities to promote our Company. We believe that the increased brand awareness and marketing of our products in recent years have resulted in an increase in revenues from our e-governance offerings in recent periods and we expect this trend to continue.

Operating costs

Processing charges contribute a significant portion of our total expenses on account of printing, postage and service charges paid to facilitation centers for PAN, TAN, e-TDS, Aadhar and CRA services. Processing charges were ₹ 4,107.18 million, ₹ 3,845.66 million, ₹ 3,136.80 million, ₹ 466.11 million and ₹ 686.17 million in Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2020 and June 30, 2021, respectively, and accounted for 67.55%, 64.41%, 58.52%, 49.70% and 52.46% of our total expenses, respectively. Employee benefit expense is a component of our total expense. As we expand our business operations, we expect to incur additional employee costs resulting from an increase in the number of personnel as well as the employment of technically qualified employees. The information technology industry is highly competitive, and it can be difficult and expensive to attract and retain talented and experienced employees.

Competition

Our business is highly competitive, and our success is dependent upon our ability to compete against other IT companies, as well as service providers, including some that have greater resources than we have. Some of our competitors have longer operating histories, greater financial, technical, product development and marketing resources and greater name recognition. Such competitors could use these resources to market or develop solutions that are more effective or less costly than our solutions or that could render any or all of our solutions obsolete. Competitive pressures could also affect the pricing of our solutions. Greater competition for particular solutions could have a negative impact on pricing. We will continue to seek to distinguish our offerings by providing quality solutions at competitive prices. In addition, we may face pressure to increase our advertising and sales promotion expenses significantly, which would adversely affect our profitability.

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE FINANCIAL YEARS

There have been no changes in the accounting policies of the Company during the last three financial years, except for with respect to Ind AS 116, which was effective for accounting periods beginning on or after April 1, 2019.

Ind AS 116

On March 30, 2019, the Ministry of Company Affairs ("**MCA**") notified that Ind AS 116 – Leases would be effective for accounting periods beginning on or after April 1, 2019 which prescribes the accounting of the lease contracts entered in the capacity of the lessee and a lessor. We have applied Ind AS 116 for preparing the Ind AS audited financial statements for the period beginning from April 1, 2019. For the purpose of preparing Restated Consolidated Financial Information, Ind AS 116 has been applied retrospectively with effect from April 1, 2018. Effective April 1, 2018, we have recognised lease liability measured at an amount equal to present value of remaining lease payments and corresponding right of use asset at an amount equivalent to lease liability adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before April 1, 2018.

The adoption of this new standard has resulted in us recognising a right-of-use assets and related lease liability in connection with all former operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application.

NON-GAAP MEASURES

EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin, Return on Equity, Return on Capital Employed, Net Worth, Return on Net Worth and Net Asset Value Per Equity Share (together, **"Non-GAAP Measures**"), presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation of EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin to Profit for the year / period

The table below reconciles restated profit for the year / period to EBITDA and Adjusted EBITDA. EBITDA is calculated as restated profit for the year / period plus tax expense, finance cost, depreciation and amortization expenses. Adjusted EBITDA calculated as EBITDA less other income, while Adjusted EBITDA Margin is the percentage of Adjusted EBITDA divided by revenue from operations.

Particulars	Fiscal			For the three months ended June 30, 2020	For the three months ended June 30, 2021
	2019	2020	2021		
	(₹ million)				
Profit for the year / period (A)	1,235.30	1,218.54	921.85	116.76	101.81
Total tax Expense (B)	569.67	357.63	238.17	18.67	21.21
Profit before tax (C=A+B)	1,804.97	1,576.17	1,160.02	135.42	123.02
Adjustments:					
Add: Finance Costs (D)	21.89	16.23	9.45	3.10	1.36
Add: Depreciation and Amortization Expense (E)	275.96	270.11	167.91	45.23	40.61
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) (G= C+D+E)	**2102.82**	**1862.51**	**1337.38**	**183.75**	**164.99**
Less: Other income (F)	332.64	385.01	488.95	109.29	85.83
Adjusted Earnings before interest, taxes, depreciation and amortization expenses (Adjusted EBITDA) (H= G-F)	**1,770.18**	**1,477.50**	**848.43**	**74.46**	**79.16**
Revenue from operations (I)	7,552.40	7,161.39	6,031.32	963.95	1,345.10
Adjusted EBITDA Margin (EBITDA as a percentage of Revenue from operations) (J = H/I)	**23.44%**	**20.63%**	**14.07%**	**7.72%**	**5.88%**

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Set forth below are the principal components of income and expenditure from our continuing operations:

Total Income

Our total income comprises (i) revenue from operations, and (ii) other income.

Revenue from Operations

Revenue from operations comprises sale of services that includes transactional fees, accounts maintenance fees and other operational income.

Other Income

Other income includes (i) interest income on assets measured at amortized cost (including interest on financial assets carried at amortised cost, interest on bank deposits, interest on overdue trade receivables, interest on security deposits and on others); (ii) dividend income; (iii) support charges; (iv) rent income; (v) miscellaneous income and (vi) profits on sale of investments carried on amortised cost.

Expenses

Our expenses comprise (i) employee benefits expenses; (ii) finance costs; (iii) depreciation and amortisation expense; and (iv) other expenses.

Employee Benefits Expenses

Employee benefits expenses comprises (i) salaries, wages and bonus; (ii) share based payment expense towards ESOP 2017; (iii) contribution to provident and other funds and (iv) staff welfare expenses.

Finance Costs

Finance cost changes in the carrying value of right of use assets on account of Ind AS 116.

Depreciation and Amortisation Expense

Depreciation and amortization expenses comprises (i) depreciation of property, plant and equipment, and other intangible assets; and (ii) depreciation to right-of-use assets due to the impact of application of Ind AS 116 over the period.

Other Expenses

Other expenses comprise of (i) rent; (ii) communication expenses; (iii) travelling and conveyance expenses; (iv) annual fees;

(v) processing charges; (vi) repairs and maintenance; (vii) insurance; (viii) rates and taxes; (ix) advertisement and publicity; (x) legal and professional fees; (xi) printing and stationery expenses; (xii) auditors' remuneration; (xiii) electricity charges / power fuel; (xiv) directors' sitting fees; (xv) directors' commission; (xvi) provision for doubtful debts; (xvii) loss on sale of assets; (xviii) loss on sale of property, plant and equipment; (xix) loss on sale of investments mandatorily measured at amortized cost; (xix) CSR expenses and (xx) miscellaneous expenses.

Key components of other expenses are explained below:

- Processing charges primarily consists of printing, postage and service charges paid to facilitation centers for PAN, TAN, e-TDS, Aadhar and CRA services;
- Repair and maintainence expenses primarily comprises of expenses towards repairs and maintenance of building; computers, telecommunication systems and other general repair and maintenance;
- Provision for doubtful debts are mainly incurred based on the expected credit loss policy of the company;
- Annual fees primarily comprises of fees paid to regulators for CRA and authentication services;
- Communication expenses primarily consists of payment for leased line, internet connection, telephone and SMS services;
- Expenditure toward CSR activities;
- Power and fuel expenses comprise of payments towards electricity charges, diesel and petrol expenses for generator and cars facility for officials of the company; and
- Miscellaneous expenses mainly comprise of fees paid for storage of documents and other general office expenses.

RESULTS OF OPERATIONS

THREE MONTHS ENDED JUNE 30, 2021 COMPARED TO THREE MONTHS ENDED JUNE 30, 2020

The following table sets forth certain information with respect to our results of operations for the three months ended June 30, 2020 and June 30, 2021:

Particulars	For the three months ended June 30, 2020		For the three months ended June 30, 2021	
	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income
Income				
Revenue from operations	963.95	89.82%	1,345.10	94.00%
Other income	109.29	10.18%	85.83	6.00%
Total Income	**1,073.24**	**100.00%**	**1,430.93**	**100.00%**
Expenses				
Employee benefits expense	173.57	16.17%	177.87	12.43%
Finance costs	3.10	0.29%	1.36	0.10%
Depreciation and amortisation expense	45.23	4.21%	40.61	2.84%
Other expenses	715.91	66.71%	1,088.07	76.04%
Total expenses	**937.81**	**87.38%**	**1,307.91**	**91.40%**
Profit before tax	**135.42**	**12.62%**	**123.02**	**8.60%**
Less: Tax expense				
- Current tax	23.90	2.23%	46.40	3.24%
- Deferred tax	(5.23)	(0.49)%	(25.19)	(1.76)%
Total tax expense	**18.67**	**1.74%**	**21.21**	**1.48%**
Profit for the year (A)	**116.76**	**10.88%**	**101.81**	**7.11%**
Other comprehensive income				
Items that will not be reclassified subsequently to profit or loss				
Re-measurement of the defined benefit liability / asset	(12.16)	(1.13)%	2.16	0.15%
Total other comprehensive income (net of tax) (B)	**(12.16)**	**(1.13)%**	**2.16**	**0.15%**
Total comprehensive income (A+ B)	**104.60**	**9.75%**	**103.97**	**7.27%**

Key Developments

- Aadhaar vault was integrated with e-NPS resulting subscriber registration through Aadhaar e-KYC. e-KYC resulted in an increase in the number of subscriber registrations.

- We launched a mobile application for use by TIN facilitation centres for Aadhaar based acceptance of PAN applications through paperless mode. This led to an increase in number of PAN applications through paperless mode.

Income

Total income increased by 33.33% from ₹ 1,073.24 million in the three months ended June 30, 2020 to ₹ 1,430.93 million in the three months ended June 30, 2021 primarily on account of increase in revenue from operations.

Revenue from Operations

Revenue from operations increased by 39.54% from ₹ 963.95 million in the three months ended June 30, 2020 to ₹ 1,345.10 million in the three months ended June 30, 2021, primarily due to an increase in economic activities resulting from relaxation from lockdown in various parts of the country.

Sale of Services

Sale of services increased by 39.54% from ₹ 963.95 million in the three months ended June 30, 2020 to ₹ 1,345.10 million in the three months ended June 30, 2021, primarily due to an increase in transaction fees by 59.81% from ₹ 602.10 million in the three months ended June 30, 2020 to ₹ 962.19 million in the three months ended June 30, 2021, and an increase in accounts maintenance fees by 5.82% from ₹ 361.85 million in the three months ended June 30, 2020 to ₹ 382.91 million in the three months ended June 30, 2021.

Other Income

Other income decreased by 21.47% from ₹ 109.29 million in the three months ended June 30, 2020 to ₹ 85.83 million in the three months ended June 30, 2021, primarily due to a decrease in interest on financial assets measured at amortised cost by 24.05% from ₹ 66.42 million in the three months ended June 30, 2020 to ₹ 50.44 million in the three months ended June 30, 2021 on account of redemption of investment;

This was marginally offset by an increase in interest from bank deposits by 30.82% from ₹ 7.30 million in the three months ended June 30, 2020 to ₹ 9.55 million in the three months ended June 30, 2021; and an increase in other income by 43.28% from ₹ 2.98 million in the three months ended June 30, 2020 to ₹ 4.27 million in the three months ended June 30, 2021.

Expenses

Total expenses increased by 39.46% from ₹ 937.81 million in the three months ended June 30, 2020 to ₹ 1,307.91 million in the three months ended June 30, 2021, primarily due to an increase in other expenses such as processing charges on account of increase in volume of our operations.

Employee Benefits Expenses

Employee benefits expenses increased by 2.48% from ₹ 173.57 million in the three months ended June 30, 2020 to ₹ 177.87 million in the three months ended June 30, 2021, due to annual salary increments of employees.

Finance Costs

Finance costs decreased by 56.13% from ₹ 3.10 million in the three months ended June 30, 2020 to ₹ 1.36 million in the three months ended June 30, 2021 due to surrender of lease hold premises in the current period.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased by 10.21% from ₹ 45.23 million in the three months ended June 30, 2020 to ₹ 40.61 million in the three months ended June 30, 2021 due to decrease in amortisation expenses on long term lease assets as per Ind AS 116 on account of surrender of lease hold premises in the current period.

Other Expenses

Other expenses increased by 51.98% from ₹ 715.91 million in the three months ended June 30, 2020 to ₹ 1,088.07 million in the three months ended June 30, 2021, primarily due to an increase in:

- Processing charges by 47.21% from ₹ 466.11 million in the three months ended June 30, 2020 to ₹ 686.17 million in the three months ended June 30, 2021, in proportion to increase in volume of operations during the three months ended June

30, 2021.

- Provision for doubtful debts from ₹ 9.00 million in the three months ended June 30, 2020 to ₹ 118.48 million in the three months ended June 30, 2021.

- Repairs and maintenance to computers, trading and telecommunication systems by 36.09% from ₹ 130.73 million in the three months ended June 30, 2020 to ₹ 177.92 million in the three months ended June 30, 2021, due to additional resources engaged to manage an increase in operations resulting from resumption of economic activities

- Communication expenses by 112.45% from ₹ 13.41 million in the three months ended June 30, 2020 to ₹ 28.49 million in the three months ended June 30, 2021, due to increase in volume of operations

- Legal and Professional fees from ₹ 8.62 million in the three months ended June 30, 2020 to ₹ 19.86 million in the three months ended June 30, 2021, majorly due to additional professional services availed towards business strategies, organisational restructuring, designing of rewarding strategy and legal expenses for arbitrational matter.

This was partially offset by a decrease in expenditure incurred on CSR activities from ₹ 18.98 million in the three months ended June 30, 2020 to nil in the three months ended June 30, 2021, and a decrease in electricity charges / power fuel by 39.49% from ₹ 11.17 million in the three months ended June 30, 2020 to ₹ 6.76 million in the three months ended June 30, 2021, due to surrender of office premises in the three months ended June 30, 2021.

Profit before Tax

For the reasons discussed above, profit before tax was ₹ 135.42 million in the three months ended June 30, 2020 compared to ₹ 123.02 million in the three months ended June 30, 2021.

Tax Expense

Current tax expenses was ₹ 23.90 million in the three months ended June 30, 2020 compared to ₹ 46.40 million in the three months ended June 30, 2021. Deferred tax expenses was ₹ (5.23) million in the three months ended June 30, 2020 compared to ₹ (25.19) million in the three months ended June 30, 2021.

As a result, total tax expense was ₹ 18.67 million in the three months ended June 30, 2020 compared to ₹ 21.21 million in the three months ended June 30, 2021.

Profit for the Period

We recorded a profit for the period of ₹ 116.76 million in the three months ended June 30, 2020 compared to ₹ 101.81 million in the three months ended June 30, 2021.

Adjusted Earnings before Interest, Taxes, Depreciation and Amortisation (Adjusted EBITDA)

Adjusted EBITDA was ₹ 74.46 million in the three months ended June 30, 2020 compared to ₹ 79.16 million in the three months ended June 30, 2021, while Adjusted EBITDA Margin was 7.72% in the three months ended June 30, 2020 compared to 5.88% in the three months ended June 30, 2021.

FISCAL 2021 COMPARED TO FISCAL 2020

The following table sets forth certain information with respect to our results of operations on a consolidated basis for Fiscal 2019, 2020 and 2021:

Particulars	Fiscal					
	2019		2020		2021	
	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income
Income						
Revenue from operations	7,552.40	95.78%	7,161.39	94.90%	6,031.32	92.50%
Other income	332.64	4.22%	385.01	5.10%	488.95	7.50%
Total Income	**7,885.04**	**100.00%**	**7,546.40**	**100.00%**	**6,520.27**	**100.00%**
Expenses						
Employee benefits expense	651.77	8.27%	686.28	9.09%	752.67	11.54%
Finance costs	21.89	0.28%	16.23	0.22%	9.45	0.14%

Particulars	Fiscal					
	2019		2020		2021	
	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income
Depreciation and amortisation expense	275.96	3.50%	270.11	3.58%	167.91	2.58%
Other expenses	5,130.45	65.07%	4,997.61	66.23%	4,430.22	67.95%
Total expenses	**6,080.07**	**77.11%**	**5,970.23**	**79.11%**	**5,360.25**	**82.21%**
Profit before tax	**1,804.97**	**22.89%**	**1,576.17**	**20.89%**	**1,160.02**	**17.79%**
Less: Tax expense						
- Current tax	573.71	7.28%	376.10	4.98%	298.90	4.58%
- Deferred tax	(4.04)	(0.05)%	(18.47)	(0.24)%	(60.73)	(0.93)%
Total tax expense	**569.67**	**7.22%**	**357.63**	**4.74%**	**238.17**	**3.65%**
Profit for the year (A)	**1,235.30**	**15.67%**	**1,218.54**	**16.15%**	**921.85**	**14.14%**
Other comprehensive income						
Items that will not be reclassified subsequently to profit or loss						
Re-measurement of the defined benefit liability / asset	(1.41)	(0.02)%	(37.86)	(0.50)%	(28.60)	(0.44)%
Total other comprehensive income (net of tax) (B)	**(1.41)**	**(0.02)%**	**(37.86)**	**(0.50)%**	**(28.60)**	(0.44)%
Total comprehensive income (A+ B)	**1,233.89**	**15.65%**	**1,180.68**	**15.65%**	**893.25**	**13.70%**

Key Developments

- Volume of transaction based revenue reduced significantly due to lockdown imposed on account of COVID-19 pandemic in Fiscal 2021.

- We incorporated two Subsidiaries, namely, NSDL e-Governance Australia Pty Limited to explore opportunities in Australia and NSDL e-Governance Account Aggregator Limited to provide account aggregator services.

Income

Total income decreased by 13.60% from ₹ 7,546.40 million in Fiscal 2020 to ₹ 6,520.27 million in Fiscal 2021 primarily due to reduction in transaction based revenue resulting from decrease in economic activities because of COVID-19 pandemic lockdown.

Revenue from Operations

Revenue from operations decreased by 15.78% from ₹ 7,161.39 million in Fiscal 2020 to ₹ 6,031.32 million in Fiscal 2021, due to reduction in transaction based revenue resulting from decrease in economic activities because of COVID-19 pandemic lockdown.

Sale of Services

Sale of services decreased by 15.78% from ₹ 7,161.39 million in Fiscal 2020 to ₹ 6,031.32 million in Fiscal 2021, primarily owing to decline in transaction fees by 22.53% from ₹ 5,696.34 million in Fiscal 2020 to ₹ 4,413.21 million in Fiscal 2021, and other operational income by 76.53% from ₹ 47.54 million in Fiscal 2020 to ₹ 11.16 million in Fiscal 2021 on account of reduction of PAN volumes due to COVID-19 pandemic and reduction of AMC fees for NPS. This was offset by an increase in accounts maintenance fees by 13.36% from ₹ 1,417.51 million in Fiscal 2020 to ₹ 1,606.95 million in Fiscal 2021 on account of an increase in numbers of active subscribers of NPS.

Other Income

Other income increased by 27.00% from ₹ 385.01 million in Fiscal 2020 to ₹ 488.95 million in Fiscal 2021, primarily due to an increase in interest on financial assets measured at amortised cost by 4.87% from ₹ 250.46 million in Fiscal 2020 to ₹ 262.66 million in Fiscal 2021; increase in interest on overdue trade receivables by 63.61% from ₹ 67.69 million in Fiscal 2020 to ₹ 110.75 million in Fiscal 2021 and increase in interest from bank deposits by 30.37% from ₹ 19.00 million in Fiscal 2020 to ₹ 24.77 million in Fiscal 2021. In addition, profit on sale of long term investments carried on amortised cost increased from nil in Fiscal 2020 to ₹ 52.28 million in Fiscal 2021. Support charges also increased by 13.22% from ₹ 6.58 million in Fiscal 2020 to ₹ 7.45 million in Fiscal 2021.

The increase was offset by a decrease in dividend income by 43.37% from ₹ 16.28 million in Fiscal 2020 to ₹ 9.22 million in Fiscal 2021 and interest earned on security deposit measured at amortised cost by 10.20% from ₹ 7.65 million in Fiscal 2020 to ₹ 6.87 million in Fiscal 2021.

Expenses

Total expenses decreased by 10.22% from ₹ 5,970.23 million in Fiscal 2020 to ₹ 5,360.25 million in Fiscal 2021, primarily due to a decrease in processing charges as a result of the decrease in PAN volume, and a decrease in travelling and administrative expenses as most of the employees were working from home because of the COVID-19 pandemic.

Employee Benefits Expenses

Employee benefits expenses increased by 9.67% from ₹ 686.28 million in Fiscal 2020 to ₹ 752.67 million in Fiscal 2021, primarily due to an increase in salaries, wages and bonus by 11.76% from ₹ 576.31 million in Fiscal 2020 to ₹ 644.07 million in Fiscal 2021 on account of yearly increment. In addition, contribution to provident and other fund increased by 15.01% from ₹ 69.87 million in Fiscal 2020 to ₹ 80.35 million in Fiscal 2021 while share based payment expense for ESOP 2017 decreased marginally by 5.00% from ₹ 12.01 million in Fiscal 2020 to ₹ 11.41 million in Fiscal 2021.

Finance Costs

Finance costs decreased by 41.77% from ₹ 16.23 million in Fiscal 2020 to ₹ 9.45 million in Fiscal 2021 mainly reduction in lease liability resulting from surrender of leased premises during Fiscal 2021.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased by 37.84% from ₹ 270.11 million in Fiscal 2020 to ₹ 167.91 million in Fiscal 2021, primarily on account of our Bengaluru data centre assets being classified as assets held for sale and therefore, no depreciation being charged on it; and decrease in lease amortisation due to surrender of lease premises during Fiscal 2021.

Other Expenses

Other expenses decreased by 11.35% from ₹ 4,997.61 million in Fiscal 2020 to ₹ 4,430.22 million in Fiscal 2021, primarily due to a decrease in:

- Processing charges by 18.43% from ₹ 3,845.66 million in Fiscal 2020 to ₹ 3,136.80 million in Fiscal 2021, primarily due to a reduction in transaction based revenue because of COVID-19.

- Repairs and maintenance expenses of computers and telecommunication systems by 4.43% from ₹ 554.48 million in Fiscal 2020 to ₹ 529.90 million in Fiscal 2021, due to a decrease in the use of IT resources resulting from decrease in economic activities.

- Rent expenses by 63.34% from ₹ 11.21 million in Fiscal 2020 to ₹ 4.11 million in Fiscal 2021, primarily on account of the surrender of rented premises.

- Travelling and conveyance expenses by 87.08% from ₹ 65.11 million in Fiscal 2020 to ₹ 8.41 million in Fiscal 2021, due to lockdowns imposed on account of COVID-19.

- Advertisement and publicity expenses by 70.26% from ₹10.96 million in Fiscal 2020 to ₹ 3.26 million in Fiscal 2021 due to a decrease in expenditure on business promotion activities because of lockdowns imposed on account of COVID-19.

- Electricity charges / power and fuel expenses by 11.65% from ₹37.16 million in Fiscal 2020 to ₹ 32.83 million in Fiscal 2021, primarily due to a decrease in electricity expenses of rented premises surrender and diesel and petrol expenses because of lockdown guidelines imposed on account of COVID-19.

The decrease was partially offset by an increase in communication expenses by 17.00% from ₹ 79.64 million in Fiscal 2020 to ₹ 93.18 million in Fiscal 2021 on account of increase in SMS charges for the period; increase in annual fees by 13.95% from ₹ 93.28 million in Fiscal 2020 to ₹ 106.29 million in Fiscal 2021 due to an increase revenues from provision of CRA services during the period; increase in rates and taxes by 84.95% from ₹ 9.90 million in Fiscal 2020 to ₹ 18.31 million in Fiscal 2021 on account of property tax reassessment; increase in provision for doubtful debts by 174.69% from ₹ 106.30 million in Fiscal 2020 to ₹ 292.00 million in Fiscal 2021 and an increase in expenditure on CSR activities by 218.63% from ₹ 18.09 million in Fiscal 2020 to ₹ 57.64 million in Fiscal 2021.

Profit before Tax

For the reasons discussed above, profit before tax was ₹ 1,160.02 million in Fiscal 2021 as compared to ₹ 1,576.17 million in Fiscal 2020.

Tax Expense

Current tax expenses decreased from ₹ 376.10 million in Fiscal 2020 to ₹ 298.90 million in Fiscal 2021 in line with decrease in profit of the company. Deferred tax expenses increased from ₹ 18.47 million in Fiscal 2020 to ₹ 60.73 million in Fiscal 2021, primarily on account of disallowance of expenses related to provision for doubtful debts.

As a result, total tax expense amounted to ₹ 238.17 million in Fiscal 2021 as compared to ₹ 357.63 million in Fiscal 2020.

Profit for the Year

We recorded a profit for the year of ₹ 921.85 million in Fiscal 2021 as compared to ₹ 1,218.54 million in Fiscal 2020.

Adjusted Earnings before Interest, Taxes, Depreciation and Amortisation (Adjusted EBITDA)

Adjusted EBITDA was ₹ 848.43 million in Fiscal 2021 as compared to ₹ 1,477.50 million in Fiscal 2020, while Adjusted EBITDA Margin was 14.07% in Fiscal 2021 as compared to 20.63% in Fiscal 2020.

FISCAL 2020 COMPARED TO FISCAL 2019

Income

Total income decreased by 4.29% from ₹ 7,885.04 million in Fiscal 2019 to ₹ 7,546.40 million in Fiscal 2020 primarily on account of a reduction in transaction based revenue resulting from cessation of economic activities on account of lockdowns imposed March 2020 onwards.

Revenue from Operations

Revenue from operations decreased by 5.18% from ₹ 7,552.40 million in Fiscal 2019 to ₹ 7,161.39 million in Fiscal 2020.
Sale of Services

Sale of services decreased by 5.18% from ₹ 7,552.40 million in Fiscal 2019 to ₹ 7,161.39 million in Fiscal 2020, primarily owing to a decline in transaction fees by 9.66% from ₹ 6,305.39 million in Fiscal 2019 to ₹ 5,696.34 million in Fiscal 2020; This was offset by an increase in accounts maintenance fees by 20.75% from ₹ 1,173.96 million in Fiscal 2019 to ₹ 1,417.51 million in Fiscal 2020 due to increase in fixed revenue based customers.

Other Income

Other income increased by 15.74% from ₹ 332.64 million in Fiscal 2019 to ₹ 385.01 million in Fiscal 2020, primarily due to an increase in interest on financial assets carried at amortised cost by 18.29% from ₹ 211.73 million in Fiscal 2019 to ₹ 250.46 million in Fiscal 2020, increase in interest on overdue trade receivables by 88.81% from ₹ 35.85 million in Fiscal 2019 to ₹ 67.69 million in Fiscal 2020, and an increase in dividend income by 40.59% from ₹ 11.58 million in Fiscal 2019 to ₹ 16.28 million in Fiscal 2020.

This was partially offset by a decrease in income from support charges by 18.16% from ₹ 8.04 million in Fiscal 2019 to ₹ 6.58 million in Fiscal 2020, and a decrease in miscellaneous income by 89.65% from ₹ 2.03 million in Fiscal 2019 to ₹ 0.21 million in Fiscal 2020.

Expenses

Total expenses decreased by 1.81% from ₹ 6,080.07 million in Fiscal 2019 to ₹ 5,970.23 million in Fiscal 2020, primarily due to proportionate decrease in revenue from operations.

Employee Benefits Expenses

Employee benefits expenses increased by 5.29% from ₹ 651.77 million in Fiscal 2019 to ₹ 686.28 million in Fiscal 2020 primarily due to increase in salaries, wages and bonus by 7.63% from ₹ 535.46 million in Fiscal 2019 to ₹ 576.31 million in Fiscal 2020 on account of yearly salary increments. This also led to an increase in contribution to provident and other funds by 8.59% from ₹ 64.34 million in Fiscal 2019 to ₹ 69.87 million in Fiscal 2020, and increase in staff welfare expenses by 6.59%

from ₹ 26.36 million in Fiscal 2019 to ₹ 28.09 million in Fiscal 2020. The increase was partially offset by a decrease in share based payment expense towards ESOP 2017 by 53.10% from ₹ 25.61 million in Fiscal 2019 to ₹ 12.01 million in Fiscal 2020.

Finance Costs

Finance costs decreased by 25.86% from ₹ 21.89 million in Fiscal 2019 to ₹ 16.23 million in Fiscal 2020, due to a decrease in lease liability and corresponding reduction of interest as per Ind AS 116 for the period.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased by 2.12% from ₹ 275.96 million in Fiscal 2019 to ₹ 270.11 million in Fiscal 2020.

Other Expenses

Other expenses decreased by 2.59% from ₹ 5,130.45 million in Fiscal 2019 to ₹ 4,997.61 million in Fiscal 2020, primarily due to a decrease in:

- Processing charges by 6.37% from ₹ 4,107.18 million in Fiscal 2019 to ₹ 3,845.66 million in Fiscal 2020, primarily on account of reduction in revenue from operation due to lockdown.

- Rent expenses by 75.80% from ₹ 46.32 million in Fiscal 2019 to ₹ 11.21 million in Fiscal 2020, primarily due to the surrender of rented premises in middle of the year.

- Advertisement and publicity expenses by 18.69% from ₹ 13.48 million in Fiscal 2019 to ₹ 10.96 million in Fiscal 2020.

- Power and fuel expenses by 14.97% from ₹ 43.70 million in Fiscal 2019 to ₹ 37.16 million in Fiscal 2020, primarily on account of reduction of electricity charges of rented premises surrendered.

- Expenditure towards CSR activities decreased by 43.85% from ₹ 32.22 million in Fiscal 2019 to ₹ 18.09 million in Fiscal 2020, due to expenditure for Fiscal 2020 carried forward to Fiscal year 2021.

The decrease was partially offset by an increase in provision for doubtful debts from nil in Fiscal 2019 to ₹ 106.30 million in Fiscal 2020, due to recognition of expected credit loss on trade receivables, and an increase in legal and professional fees by 24.14% from ₹ 34.21 million in Fiscal 2019 to ₹ 42.47 million in Fiscal 2020, on account of additional consultancy services availed in Fiscal 2020.

Profit before Tax

For the reasons discussed above, profit before tax was ₹ 1,804.97 million in Fiscal 2019 as compared to ₹ 1,576.17 million in Fiscal 2020.

Tax Expense

Current tax expenses decreased from ₹ 573.71 million in Fiscal 2019 to ₹ 376.10 million in Fiscal 2020 primarily on account of the adoption of a new tax rate regime and a decrease in taxable income; deferred tax assets increased from ₹ 4.04 million in Fiscal 2019 to ₹ 18.47 million in Fiscal 2020 mainly on account of disallowance of provision for doubtful debts.

As a result, total tax expense amounted to ₹ 357.63 million in Fiscal 2020 compared to ₹ 569.67 million in Fiscal 2019.

Profit for the Year

We recorded a profit for the year of ₹ 1,235.30 million in Fiscal 2020 compared to ₹ 1,218.54 million in Fiscal 2019.

Adjusted Earnings before Interest, Taxes, Depreciation and Amortisation (Adjusted EBITDA)

Adjusted EBITDA was ₹ 1,477.50 million in Fiscal 2020 compared to ₹ 1,770.18 million in Fiscal 2019, while Adjusted EBITDA Margin was 20.63% in Fiscal 2020 compared to 23.44% in Fiscal 2019.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through funds generated from our operations.

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	Fiscal			For the three months ended June 30, 2020	For the three months ended June 30, 2021
	2019	2020	2021		
	(₹ million)				
Net cash generated from/ (used in) operating activities	1,359.44	535.10	1,001.19	(47.85)	29.77
Net cash generated from/ (used in) investing activities	(1,037.91)	(125.30)	1,156.56	(217.32)	(587.26)
Net cash (used in) financing activities	(392.09)	(393.21)	(1,833.57)	(20.16)	(12.03)
Net increase/ (decrease) in cash and cash equivalents	(70.56)	16.59	324.18	(285.33)	(569.51)
Cash and cash equivalents at the end of the year / period	**393.84**	**410.43**	**734.61**	**125.11**	**165.10**

Operating Activities

Three months ended June 30, 2021

In the three months ended June 30, 2021, net cash generated from operating activities was ₹ 29.77 million. Profit before tax was ₹ 123.02 million and adjustments primarily consisted of depreciation and amortisation of ₹ 40.61 million, provision for doubtful debts of ₹ 118.48 million and amortisation of premium / discount on government / debt securities of ₹ 4.82 million, share based payment expense of ₹ 3.76 million and interest on lease expense of ₹ 1.36 million. This was partially offset by adjustments in interest income on financial assets carried at amortised cost of ₹ 55.26 million, interest income on bank deposits of ₹ 9.55 million and dividend income of ₹ 2.63 million.

Operating cash flows before working capital changes were ₹ 224.59 million in the three months ended June 30, 2021. The main working capital adjustments included an increase in trade receivables by ₹ 260.51 million, increase in other assets by ₹ 25.08 million and decrease in other liabilities by ₹ 17.23 million and provisions by ₹ 37.98 million. This was significantly offset by an increase in trade payables by ₹ 90.63 million; decrease in other financial assets by ₹ 85.85 million and increase in other financial liabilities by ₹ 20.31 million. Cash generated from operations in the three months ended June 30, 2021 amounted to ₹ 80.57 million. Income tax paid amounted to ₹ 50.80 million.

Three months ended June 30, 2020

In the three months ended June 30, 2020, net cash used in operating activities was ₹ 47.85 million. Profit before tax was ₹ 135.42 million and adjustments primarily consisted of adjustments in interest income on financial assets carried at amortised cost of ₹ 71.12 million; interest income on bank deposits of ₹ 7.30 million; and dividend income of ₹ 2.29 million. This was partially offset by depreciation and amortisation of ₹ 45.23 million; provision for doubtful debts of ₹ 9.00 million; amortisation of premium / discount on government / debt securities of ₹ 4.70 million and share based payment expense of ₹ 1.80 million; and interest on lease expense of ₹ 3.10 million.

Operating cash flows before working capital changes were ₹ 118.54 million in the three months ended June 30, 2020. The main working capital adjustments included an increase in trade receivables by ₹ 269.49 million; decrease in provisions of ₹ 32.62 million; decrease in financial liabilities of ₹ 55.41 million; and increase in other assets of ₹ 21.10 million. This was significantly offset by an increase in trade payables by ₹ 151.37 million; decrease in other financial assets by ₹ 40.43 million and increase in other liabilities by ₹ 78.85 million. Cash generated from operations in the three months ended June 30, 2020 amounted to ₹ 10.57 million. Income tax paid amounted to ₹ 58.42 million.

Fiscal 2021

In Fiscal 2021, net cash generated from operating activities was ₹ 1,001.19 million. Profit before tax was ₹ 1,160.02 million and adjustments primarily consisted of depreciation and amortisation of ₹ 167.91 million, provision for doubtful debts of ₹ 292.00 million and amortisation of premium / discount on government / debt securities of ₹ 11.30 million, share based payment expense of ₹ 11.41 million and interest on lease expense of ₹ 9.45 million. This was partially offset by adjustments in interest income on financial assets carried at amortised cost of ₹ 262.66 million and profit on sale of investments carried on amortised cost of ₹ 52.28 million, interest on bank deposit of ₹ 24.77 million, dividend income of ₹ 9.22 million and lease termination of ₹ 1.40 million.

Operating cash flows before working capital changes were ₹ 1,301.76 million in Fiscal 2021. The main working capital adjustments included an increase in trade receivables by ₹ 162.29 million and other assets decreased by ₹ 13.27 million as at year end, decrease in other financial liabilities of ₹ 15.55 million on account of reduction of capital creditors compare to previous fiscal period and increase in provision by ₹ 14.50 million. This was significantly offset by an increase in trade payables by ₹ 101.57 million; increase in other liabilities by ₹ 44.08 million and decrease in other financial assets by ₹ 22.97 million on account of reduction in advances given to suppliers. Cash generated from operating activities in Fiscal 2021 amounted to ₹ 1,320.31 million. Income tax paid amounted to ₹ 319.12 million.

Fiscal 2020

In Fiscal 2020, net cash generated from operating activities was ₹ 535.10 million. Profit before tax was ₹ 1,576.17 million and adjustments primarily consisted of depreciation and amortisation of ₹ 270.11 million and provision for doubtful debts of ₹ 106.30 million and amortisation of premium / discount on government / debt securities of ₹ 17.20 million, share based payment expense of ₹ 12.01 million and interest on lease expense of ₹ 16.23 million. This was partially offset by adjustments in interest income on financial assets carried at amortised cost of ₹ 250.46 million, interest income on bank deposits of ₹ 19.00 million and dividend income of ₹ 16.28 million.

Operating cash flows before working capital changes were ₹ 1,712.18 million in Fiscal 2020. The main working capital adjustments included increase in trade receivables by ₹ 394.67 million; decrease in other liabilities by ₹ 114.77 million on account of reduction in contractual liabilities; decrease in other financial liabilities by ₹ 14.02 million on account of an increase in creditors for capital expenditure incurred for the period; increase in other assets of ₹ 154.30 million on account of an increase in GST input credit and advances from customers for the period; decrease in trade payable by ₹ 12.89 million and increase in other financial assets by ₹ 7.70 million on account of the increase in unbilled revenue for the period. This was offset by an increase in provisions by ₹ 22.04 million on account of incremental provision of retirement benefits for the period. Cash generated from operating activities in Fiscal 2020 amounted to ₹ 535.10 million. Income tax paid amounted to ₹ 500.77 million in Fiscal 2020.

Fiscal 2019

In Fiscal 2019, net cash generated from operating activities was ₹ 1,359.44 million. Profit before tax was ₹ 1,804.97 million and adjustments primarily consisted of depreciation and amortisation of ₹ 275.96 million and amortisation of premium / discount on government / debt securities of ₹ 14.60 million, share based payment expense of ₹ 25.61 million and interest on lease expense of ₹ 20.09 million. This was partially offset by adjustments in interest income on financial assets carried at amortised cost of ₹ 211.73, interest income on bank deposit of ₹ 18.99 million and dividend income of ₹ 11.58 million.

Operating cash flows before working capital changes were ₹ 1,901.25 million in Fiscal 2019. The main working capital adjustments included an increase in trade receivables by ₹ 167.76 million, increases in other assets by ₹ 65.51 million; decrease in other financial assets by ₹ 77.01 million on account of refund of security deposits for rented premises surrendered during the year and decrease in provisions by ₹105.75 million on account of reduction in provision for compensated leave. This was significantly offset by an increase in trade payables by ₹ 160.83 million; increase in other financial liabilities by ₹ 122 million on account of increase in provision for employee incentive for the period and increase in other liabilities by ₹ 28.35 million on account of an increase in contract liability for the period. Cash generated from operating activities in Fiscal 2019 amounted to ₹ 1,950.42 million. Income tax paid amounted to ₹ 590.98 million.

Investing Activities

Three months ended June 30, 2021

Net cash used in investing activities was ₹ 587.26 million in the three months ended June 30, 2021, primarily on account of interest received of ₹ 22.52 million and dividend received ₹ 2.63 million. This was partially offset by investment / maturities in fixed deposits (net) of ₹ 131.41 million, purchase of current investments of ₹ 400.00 million and purchase of property, plant and equipment, intangible assets and capital advances given of ₹ 81.00 million.

Three months ended June 30, 2020

Net cash used in investing activities was ₹ 217.32 million in the three months ended June 30, 2020, primarily on account of investments in fixed deposits (net) of ₹ 252.55 million. This was partially offset by interest received of ₹ 31.20 million; dividend received of ₹ 2.29 million; and purchase of property, plant and equipment, intangible assets and advances given for purchase of capital items of ₹ 1.74 million.

Fiscal 2021

Net cash generated from investing activities was ₹ 1,156.56 million in Fiscal 2021, primarily on account of redemption of non-current investments of ₹ 1,040.80 million, redemption of current investments of ₹ 610.00 million, interest received of ₹ 315.94 million and dividends received ₹ 9.22 million. This was partially offset by investment / maturities in fixed deposits (net) of ₹ 326.16 million, purchase of current investments of ₹ 400.00 million and purchase of property, plant and equipment, intangible assets and advances given for purchase of capital items of ₹ 93.24 million.

Fiscal 2020

Net cash used in investing activities was ₹ 125.30 million in Fiscal 2020, primarily on account of redemption of non-current investments of ₹ 4.94 million, redemption of current investments of ₹ 250 million, interest received ₹ 240.19 million, dividends received of ₹ 16.28 million, investments in fixed deposits (net) of ₹ 88.43 million and proceeds from sale of property plant and equipment of ₹ 2.40 million. This was offset by purchase of non-current investments (net of interest accrued up to date of purchase) of ₹ 607.30 million and purchase of property, plant and equipment, intangible assets and advances given for purchase of capital items of ₹ 120.24 million.

Fiscal 2019

Net cash used in investing activities was ₹ 1,037.91 million in Fiscal 2019, primarily on account of redemption of non-current investments of ₹ 10.00 million, redemption of current investments of ₹ 573.60 million, interest received of ₹ 216.69 million, dividends received of ₹ 11.58 million and proceeds from sale of property plant and equipment of ₹ 2.10 million. This was offset by purchase of non-current investments (net of interest accrued up to date of purchase) of ₹ 793.30 million, investment / maturities in fixed deposits (net) of ₹ 124.92 million, purchase of current investments of ₹ 661.80 million and purchase of property, plant and equipment, intangible assets and capital advances given of ₹ 271.86 million.

Financing Activities

Three months ended June 30, 2021

Net cash used in financing activities was ₹ 12.03 million in the three months ended June 30, 2021 on account of payment towards lease liability of ₹ 10.67 million and interest on lease liability of ₹ 1.36 million.

Three months ended June 30, 2020

Net cash used in financing activities was ₹ 20.16 million in the three months ended June 30, 2020 on account of payment towards lease liability of ₹ 17.06 million and interest on lease liability of ₹ 3.10 million.

Fiscal 2021

Net cash used in financing activities was ₹ 1,833.57 million in Fiscal 2021 on account of dividend paid of ₹ 1,804.96 million and payment towards lease liability of ₹ 59.91 million and interest on lease liability of ₹ 9.45 million. This was offset primarily by proceeds from issue of shares by way of employee's stock options of ₹ 40.75 million.

Fiscal 2020

Net cash used in financing activities was ₹ 393.21 million in Fiscal 2020 primarily on account of dividend paid of ₹ 260.00 million, dividend distribution tax of ₹ 53.49 million, payment towards lease liability of ₹ 64.29 million and interest on lease liability of ₹ 16.23 million. This was offset primarily by proceeds from issue of share by way of employee's stock options of ₹ 0.80 million.

Fiscal 2019

Net cash used in financing activities was ₹ 392.09 million in Fiscal 2019 primarily on account of dividend paid of ₹ 260.00 million, dividend distribution tax ₹ 53.48 million, payment towards lease liability of ₹ 58.36 million and interest on lease liability of ₹ 21.89 million. This was offset primarily by proceeds from issue of shares by way of employee's stock options of ₹ 1.64 million.

INDEBTEDNESS

As of June 30, 2021, our total borrowings (consisting of current and non-current borrowings) was nil.

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

As of June 30, 2021, our contingent liabilities that have not been accounted for in our financial statements, were as follows:

Particulars	Amount (₹ million)
Disputed demand raised by sales tax officer for MVAT and CST(1)	226.32
Claims against the Group not acknowledged as debts(2)	9.90
Total	**236.22**

Notes:
1. *Demand raised by sales tax officer for MVAT and CST payable on services provided by us. We have filed an appeal with Sales Tax Tribunal and paid a deposit of ₹ 14.20 million under protest. The amounts assessed as contingent liability do not include interest that could be claimed by the authorities.*
2. *MVAT payable to seller on purchase of Times Tower premises.*

For further information on our contingent liabilities, see "*Restated Consolidated Financial Information*" on page 173.

Except as disclosed in the Restated Consolidated Financial Information or elsewhere in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table sets forth certain information relating to future payments due under known contractual commitments as of June 30, 2021, aggregated by type of contractual obligation:

Particulars	As of June 30, 2021			
	Payment due by period			
	Carrying Amount	Less than 1 year	1-5 years	More than 5 years
	(₹ million)			
Lease liabilities	54.20	46.56	7.64	-
Trade Payables	1,079.04	1,079.04	-	-
Total	**1,133.24**	**1,125.60**	**7.64**	**-**

For further information on our capital and other commitments, see "*Restated Consolidated Financial Information*" on page 173.

CAPITAL EXPENDITURES

In Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2020 and 2021, our capital expenditure towards additions to fixed assets (property, plant and equipment's and intangible assets) were ₹ 77.29 million, ₹ 161.03 million, ₹ 81.90 million, ₹ 3.20 million, and ₹ 57.25 million, respectively. The following table sets forth our fixed assets for the periods indicated:

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021	Three months ended June 30, 2020	Three months ended June 30, 2021
	(₹ million)				
Property, plant and equipment	140.65	155.10	105.70	49.70	62.53
Intangible Assets	48.04	2.96	16.27	6.71	8.02
Capital work-in-progress (net additions/transfers)	(111.40)	2.97	(40.07)	(53.21)	(13.30)
Total	**77.29**	**161.03**	**81.90**	**3.20**	**57.25**

For further information, see "*Restated Consolidated Financial Information*" on page 173.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include remuneration to executive Directors and Key Managerial Personnel. For further information relating to our related party transactions, see "*Restated Consolidated Financial Information – Note 26: Related Party Transactions*" on page 235.

AUDITOR'S OBSERVATIONS

Qualifications

There have been no reservations/ qualifications/ adverse remarks/ matters of emphasis highlighted by our statutory auditors in their auditor's reports on the audited consolidated financial statements as of and for the years ended March 31, 2019, 2020 and 2021, and the three months ended June 30, 2020 and June 30, 2021.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our management monitors and manages key financial risk relating to our operations by analysing exposures by degree and magnitude of risk. The risks include market risk (including interest rate risk, currency risk and other price risk), credit risk and liquidity risk. Our Board of Directors has overall responsibility for the establishment and oversight of our risk management framework. Our risk management policies are established to identify and analyse the risks faced by us, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities.

Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Trade receivables are typically unsecured and are derived from revenue earned from customers. Our trade receivables for Fiscal 2019, 2020 and 2021, and the three months ended June 30, 2020 and June 30, 2021 was ₹ 1,818.76 million, ₹ 2,107.14 million, ₹ 1,977.43 million, ₹ 2,367.63 million and ₹ 2,119.46 million respectively. We manage credit risk through credit approvals, by establishing credit limits and continuously monitoring the creditworthiness of customers to whom we grant credit in the normal course of business.

Expected Credit Loss

We allocate each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss, (for example, timeliness of payments and available information) and applying experienced credit judgement. Exposures to customers outstanding at the end of each reporting period are reviewed by us to determine incurred and expected credit losses, giving due regard for probable exposures on disputed dues or dues that are subject to litigation. We have not experienced significant impairment of trade receivables resulting in credit losses.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. We have established a liquidity risk management framework for the management of our short-term, medium-term and long-term funding and liquidity management requirements. We manage liquidity risk by maintaining reserves, banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Currency Risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. We are exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from our operating, investing and financing activities.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as, equity price risk and commodity risk. Financial instruments affected by market risk include foreign currency receivables, deposits, investments in mutual funds. We have established risk management policies to limit the impact of these risks on our financial performance. We aim to ensure optimization of cash through fund planning and cash management practices.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Price Risk

Investment of our short-term surplus funds in liquid schemes of mutual funds provides high levels of liquidity from a portfolio of money market securities and high quality debt and categorized as 'low risk' product from liquidity and interest rate risk perspectives.

Market risk arising out of COVID-19

The economic, operational and regulatory implications of COVID-19 continue to have significant impact on our business and the extent to which COVID-19 will affect our future results will depend on future developments, which are highly uncertain. Our business depends on spending towards e-governance solutions, which has been, and may continue to be, impacted by the outbreak of COVID-19. The responses and measures taken in India and rest of the world against the COVID-19 pandemic, including lock-down and mandatory or voluntary social distancing have led to lower levels of business activities in India and the world. The effects of COVID-19 on our business could be long-lasting and could continue to have adverse effects on our business, results of operations, liquidity, cash flows and financial condition, some of which may be significant, and may adversely impact our ability to operate our business on the same terms as we conducted business prior to the pandemic. Since the situation is continuously evolving, the impact assessed may be different from the estimates made and our management will continue to monitor any material changes arising due to the impact of COVID-19 on our financial and operational performance and take necessary measures to address the situation.

For further information, see "*– Significant Factors Affecting Results of Operations and Financial Condition – Impact of COVID-19*" on page 261.

Inflation

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 261 and 21, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 261 and 21, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 21, 119 and 259 respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 21, 85 and 119, respectively, for further details on competitive conditions that we face across our various business segments.

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALES PRICES

Changes in revenue in the last three Fiscals are as described in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2021 compared to Fiscal 2020*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2020 compared to Fiscal 2019*" above on pages 267 and 270, respectively.

SEGMENT REPORTING

Our business activity primarily falls within a single business and geographical segment, i.e. information technology enabled e-governance services, and in India, accordingly, other than as disclosed in "*Restated Consolidated Financial Information – 25.*

Segment Reporting" on page 235, we do not follow any other segment reporting.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business is not subject to seasonality or cyclicality. For further information, see "*Industry Overview*" and "*Our Business*" on pages 85 and 119, respectively.

SIGNIFICANT DEVELOPMENTS AFTER JUNE 30, 2021 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed in this Draft Red Herring Prospectus, there have been no significant developments after June 30, 2021 that may affect our future results of operations.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation

Subsidiaries:

Subsidiaries are all entities over which Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidation procedure

(i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.
(ii) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
(iii) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as fixed assets are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the restated consolidated financial information. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Restated Consolidated Financial Information is prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the restated consolidated financial information to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31.

Non-controlling interest:

Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Group's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

List of entities consolidated:

Particulars	Country of Incorporation	As at June 30, 2021	As at June 30, 2020	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
NSDL e-Governance (Malaysia) SDN BHD	Republic of Malaysia	51%	51%	51%	51 %	51 %
NSDL e-Governance Australia Pty Ltd (incorporated on 9 December 2020)	Australia	100%	-	100%	-	-
NSDL e-Governance Account Aggregator Limited (incorporated on 2 November 2020)	India	100%	-	100%	-	-

Significant accounting judgments, estimates and assumptions

The preparation of Restated Consolidated Financial Information in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period/year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Use of judgements and estimates

The areas involving significant judgement and estimates are as follows:

Judgements:

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- Note 18: Revenue recognition
- Note 24: Fair value measurement of financial assets
- Note 27: Leases
- Note 4 and 8: Classification of investments

Estimates:

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these restated consolidated financial information have been disclosed below:

- Note 23: Defined benefit
- Note 2: Property, plant and equipment
- Note 27: Leases
- Note 6: Income taxes
- Note 24: Fair value measurement of financial instruments
- Note 30: Share based payments
- Note 19: Other income
- Note 18: Revenue recognition
- Note 9: Trade receivables

The preparation of the restated consolidated financial information in conformity with the recognition and measurement principles of the Ind AS requires management of the Group to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the restated consolidated financial information and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these restated consolidated financial information have been disclosed below. Accounting estimates could change from period to period. Although these estimate are based on management's best knowledge of current events and actions, uncertainty about the assumption and estimates could result in the outcome requiring material adjustment to the carrying amount of asset and liabilities.

***Estimation of uncertainties relating to the global health pandemic from COVID-1*9**

In view of the unprecedented COVID-19 pandemic and economic forecasts, the Management has evaluated the impact on the restated consolidated financial information and made appropriate adjustment where necessary. In assessing the recoverability of its assets including receivables and unbilled receivables, the Group has considered internal and external information up to the date of approval of these restated consolidated financial information including economic forecasts. The Group has performed analysis on the assumptions used and based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets.

However, the actual impact of COVID-19 on the Group's restated consolidated financial information may differ from that estimated and the Group will continue to closely monitor any material changes to future economic conditions.

Defined benefit

The cost of the defined benefits that includes gratuity and compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of group's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Income taxes

The major tax jurisdiction for the group is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment.

The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Share based payments

The Group is required to evaluate the terms to determine whether share-based payment is equity settled or cash settled. Judgment is required to do this evaluation. Further, the Group is required to measure the fair value of equity settled transactions with employees at the grant date of the equity instruments. The aforementioned inputs entered in to the option valuation model that we use to determine the fair value of our share awards are subjective estimates, changes to these estimates will cause the fair value of our share-based awards, and related share-based compensations expense we record to vary.

Interest income

For all debt instruments measured either at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Trade receivables

The Group estimates the un-collectability of accounts receivable by analysing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

Revenue Recognition

The Group earns revenue primarily from providing Information Technology (IT) enabled e-Governance services. The Group offers integrated portfolio of IT, business and engineering services and solutions.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.
To recognise revenues, the Group applies the following five step approach;

- identify the contract with a customer,
- identify the performance obligations in the contract,
- determine the transaction price,
- allocate the transaction price to the performance obligations in the contract and
- recognize revenues when a performance obligation is satisfied.

Performance obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the client and is the unit of accounting in Ind AS 115.

Determination of transaction price

Revenue is measured based on transaction price which includes variable consideration only to the extent it is probable that a significant reversal of revenues recognized will not occur when the uncertainty associated with the variable consideration is resolved. Revenues also exclude taxes collected from customers.

Allocation of transaction price

A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. For contracts with multiple performance obligations, the Group allocates the contract's transaction price to each performance obligation based on the relative standalone selling price. The primary method used to estimate standalone selling price is the adjusted market assessment approach, under which the Group evaluates the price in that market that a customer is willing to pay for those services.

While determining relative standalone selling price and identifying separate performance obligations require judgment, generally relative standalone selling prices and the separate performance obligations are readily identifiable as the Group sells those performance obligations unaccompanied by other performance obligations.

Satisfaction of performance obligation

A contract asset is right to consideration in exchange of services that the Group has rendered to a customer when that right is conditioned on something other than passage of time. Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

A contract liability is the obligation to render services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group renders services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group renders services as per the contract.

- Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last billing to the balance sheet date is recognized as unbilled revenues. Revenue from fixed-price, fixed-timeframe contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method ('POC method'). When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

- Revenue related to fixed price maintenance and support services contracts, where the Group is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.

- Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognised at the point in time when the system / software is delivered to the customer. In cases where implementation and / or customisation services rendered significantly modifies or customises the software, these services and software are accounted for as a single performance obligation and revenue is recognised over time on a POC method.

- Revenue from the sale of distinct third party hardware is recognised at the point in time when control is transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for service level credits and incentives, if any, as specified in the contract with the customer.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Use of significant judgements in revenue recognition:

- The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as service level credits and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.

Contract fulfilment costs are generally expensed as incurred except for certain software licence costs which meet the criteria for capitalisation. Such costs are amortised over the contractual period or useful life of licence whichever is less. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Practical expedients used:

In accordance with the practical expedient in Para 63 of Ind AS 115, the Group has not adjusted the promised amount of consideration for the effects of a significant financing component if the Group expects, at contract inception, that the period between when the Group transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. The cost is inclusive of freight, installation cost, duties, taxes, borrowing cost and other incidental expenses for bringing the asset to its working conditions for its intended use but net of indirect taxes, wherever input credit is claimed.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognizes such parts as separate component of assets with specific useful lives and provides depreciation over their useful life.

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.

Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred.

The cost and related accumulated depreciation are eliminated from the restated consolidated financial information upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

Leases

The Group's lease asset classes primarily consist of leases for premise. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset;

(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease; and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight -line method from the commencement date over the lease term.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Depreciation and amortisation

Depreciation is charged so as to write off the cost or valuation of assets, other than land and properties under construction, over their estimated useful lives, using the straight-line method.

Depreciation and amortisation on additions / deletions is provided on pro-rata basis from the date of acquisition/ up to the date of deletion.

Depreciation and amortisation on assets is provided on the straight-line method using the rates based on the economic useful life of assets as estimated by the management but not being more than the limits specified in Schedule II of the Companies Act, 2013 as below:

Assets	Estimated Useful Lives
Central System	6 years
Servers	6 years
Computers	3 years
Communication (Network)	6 years
Electrical Installations	10 years
Office Equipment’s	5 years
Furniture	10 years
Buildings	60 years

Computer Software is amortized over a period of 2 years.

Depreciation is not recorded on capital work-in-progress until installation is complete and the asset is ready for its intended use. The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the property revaluation reserve is transferred directly to retained earnings. No transfer is made from the revaluation reserve to retained earnings except when an asset is derecognised.

Intangible assets

Intangible assets comprising of software are recorded at acquisition cost and are amortized over the estimated useful life on straight line basis. Cost of development and production incurred till the time software is ready for use is capitalised.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised. Research cost are expensed as incurred.

Development costs

Development expenditure on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use
- Its intention to complete and its ability and intention to use the asset
- How the asset will generate future economic benefits
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

Impairment of tangible and intangible assets

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Foreign currency transactions and translation

Transactions and translations

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the respective functional currency at the rates prevailing on the reporting period date.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at reporting period-end date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured. Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction.

Employee benefit costs

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post-Employment benefits

Defined Contribution plans

- *Provident Fund:* Employees are entitled to receive benefits in respect of provident fund, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law were made to recognised Provident Fund.

- *Superannuation:* Certain employees of the Group are participants in a defined contribution plan. The Group has no further obligations to the Plan beyond its annual contributions which are contributed to a trust fund, the corpus of which is invested with the Life Insurance Corporation of India.

Defined Benefit Plans

- *Gratuity:* The Group provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

  The Group has maintained a Group Gratuity Cum Life Assurance Scheme with the Life Insurance Corporation of India (LIC) towards which it annually contributes a sum determined by LIC.

  The Group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

  The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government securities as at the balance sheet date. The Group recognises the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

  Gains or losses through re-measurement of the net defined benefit liability / (asset) are recognised in other comprehensive income. The actual return of portfolio of plan assets, in excess of yields computed by applying the discount rate used to measure the defined benefit obligation are recognised in other comprehensive income. The effects of any plan amendments are recognised in statement of profit and loss.

- *Compensated absences:* The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

Income Tax

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or it is recognized in other comprehensive income.

Current tax

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised on the differences between the carrying amounts of assets and liabilities in the restated consolidated financial information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity, respectively).

Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the restated consolidated financial information. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. A contingent asset is neither recognised nor disclosed in the restated consolidated financial information.

Cash Flow statement

Cash flows are reported using the indirect method for presenting operating cash flow, whereby profit or loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

Cash and Bank balances

Cash and cash equivalents comprise cash in hand, balance with banks and term deposits with banks with original maturity up to three months.

Other bank balances comprises of term deposit with banks having maturity of more than three months but less than twelve months from the Balance sheet date.

Earnings per share

Basic earnings per share are calculated by dividing the net profit and loss for the period attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit and loss for the period attributable to equity shareholders of the Group and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Dividend income

Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Financial instruments

Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Subsequent measurement

Financial assets

Financial assets are classified into the following specified categories: financial assets "at amortised cost", "fair value through other comprehensive income", "fair value through Profit or Loss". The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset at the time of initial recognition.

Financial assets are recognised by the Group as per its business model.

All financial assets are recognised and de-recognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially at fair value through profit or loss.

Income and expense is recognised on an effective interest basis for debt instrument, other equity instruments are classified as "fair value through Profit or Loss".

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the restated consolidated financial information are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices)

- Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as "loans and receivables". Loans and receivables (including trade and other receivables) and others are measured at amortised cost using the effective interest rate (EIR) method less impairment. Interest is recognised by applying the effective interest method, except for short-term receivables when the effect of discounting is immaterial.

Impairment of financial assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account both quantitative and qualitative information and analysis, based on the Group's historical credit loss experience and informed credit assessment and is adjusted basis forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Loans and receivables and de-recognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial liabilities and equity instruments

Equity instruments

Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities are classified as either financial liabilities "at fair value through profit or loss" or other financial liabilities.

Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities are classified as at FVTPL where the financial liability is either held for trading or it is designated as at FVTPL.

De-recognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

Non-current Assets Held for Sale and Discontinued Operations

Non-current assets held for sale are measured at lower of the carrying value and the fair value less cost to sell.

Offsetting arrangements

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when Group has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. A right to set-off must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

Share based payment

Equity settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date which is recognised over the vesting period, with the corresponding increase in equity. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

Corporate Social Responsibility (CSR) Expenditure

CSR expense is recognized as it is incurred by the Group or when Group has entered into any legal or constructive obligation for incurring such an expense.

Recent accounting pronouncements

Ministry of Corporate Affairs notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Restated Consolidated Financial Information is required to be disclosed.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims related to direct and indirect taxes; and (iv) all other pending litigation involving our Company, Directors, or Subsidiaries (other than proceedings covered under (i) to (iii) above) which have been determined to be material pursuant to the Materiality Policy (as disclosed herein below). Further, there is no pending litigation involving our Group Company which may have a material impact on our Company.

In accordance with the Materiality Policy adopted by the Board pursuant to the resolution dated August 17, 2021, any outstanding litigation other than outstanding criminal proceedings, actions taken by statutory or regulatory authorities and claims relating to direct and indirect taxes mentioned in points (i) to (iii) above) shall be considered material, as per the below:

a. *involving our Company: (i) where the aggregate monetary claim made by or against the Company is equal to or exceeds 5% of the consolidated PAT as per the last Restated Consolidated Financial Information, i.e., Restated Consolidated Financial Information for Fiscal 2021, would be considered 'material' for disclosure in this Draft Red Herring Prospectus. Based on above, we have disclosed all such outstanding litigation proceedings where the aggregate amount involved in such individual litigation is equal to or exceeds ₹46.09 million, which is 5% of the consolidated PAT of our Company as per the Restated Consolidated Financial Information of our Company for Fiscal 2021, has been considered as the materiality threshold; (ii) the litigations where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed ₹46.09 million; and (iii) where the monetary liability is not quantifiable, but where the outcome of such legal proceedings involving the Company could have a material adverse effect on the business, operations, financial position, or reputation of our Company.*

b. *involving the Subsidiaries: (i) where the aggregate monetary claim made by or against the Subsidiary is equal to or exceeds 1% of the PAT of the respective Subsidiary, as per their latest financial statements; (ii) the litigations where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed 1% of the PAT of the latest audited financial statements of the respective subsidiary, which is 'nil' for NSDL e-Governance (Malaysia) Sdn. Bhd., NSDL eGovernance Australia Pty. Ltd., NSDL e-Governance Account Aggregator Limited and NSDL e-Governance InfoSec Services Limited; and (iii) where the monetary liability is not quantifiable, but where the outcome of such legal proceedings involving the Subsidiary could have a material adverse effect on the business, operations, financial position, or reputation of our Company and/ or the Subsidiaries.*

c. *involving the Directors: where an adverse outcome could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company, have been considered "material" and accordingly have been disclosed in this Draft Red Herring Prospectus.*

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board in its meeting held on August 17, 2021, has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which is equal to or exceed ₹53.95 million, which is 5% of the trade payables of our Company as at June 30, 2021 shall be considered as 'material'. Accordingly, as on June 30, 2021, any outstanding dues exceeding ₹53.95 million have been considered as material outstanding dues for the purposes of disclosure in this section.

It is clarified that for the purposes of the above, pre-litigation notices received by our Company, Subsidiaries, Directors (as applicable) from third parties (excluding those notices issued by statutory / regulatory / governmental / tax authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by our Board, be considered as material until such time that any of our Company, Directors or Subsidiaries, as applicable, is impleaded as a defendant or respondent in litigation proceedings before any judicial or arbitral forum.

We have disclosed matters relating to direct and indirect taxes involving our Company, Directors or Subsidiaries (as applicable) in a consolidated manner giving details of number of cases and total amount involved in such claims, except for taxation matters which involves an amount exceeding ₹46.09 million involving our Company and the respective Subsidiaries.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

Litigation involving our Company

Litigation against our Company

Civil litigation

1. Alankit Limited ("**Claimant**") being one of the entities appointed by our Company as a tax information network ("**TIN**") facilitation centre service provider ("**TIN FC**"), which through its various branches, franchises, offered services in relation to TIN, a system which enables professionals to *inter alia*, collect, process, monitor, conduct accounting of direct taxes etc. Alankit was appointed by our Company as TIN FC pursuant to the agreements dated September 24, 2015 ("**2015 Agreement**") and subsequently on April 3, 2019 ("**2019 Agreement")**. Allegedly, due to non-payment of dues from August 2019 (i.e., alleged failure to remit fees collected from the public for availing the PAN and TIN services) to our Company, the 2019 Agreement has since been terminated by our Company *vide* notice dated May 4, 2020 ("**Termination Notice**") and termination letter dated June 4, 2020. Subsequently, the Claimant invoked arbitration and preferred an application for interim reliefs before the Bombay High Court ("**High Court**") in April 2020. Pursuant to an order of the High Court dated May 4, 2020, the disputes arising out of the 2019 Agreement were referred for arbitration.

   The Claimant had filed the commercial arbitration petition before the arbitral tribunal seeking adjudication of disputes arising out of the agreements dated January 10, 2004 ("**2004 Agreement**"), September 24, 2015 ("**2015 Agreement**") and April 3, 2019 ("**2019 Agreement**") (together "**Agreements**") between parties and to claim reliefs against *inter alia* alleged (i) wrongful deactivation for TIN FCs, (ii) non-payment of invoices raised by the Claimant, (iii) loss of profit and reputation of the Claimant, (iv) charging of wrongful penalties, totalling to a claim amount of ₹685.11 million along with 18% interest from the date of filing of the claim till the date of the award and has prayed *inter alia* to declare (i) the Agreements valid and binding; (ii) declare the Termination Notice mala fide, illegal and bad in law. Our Company has, *inter alia*, denied the submissions of the Claimant and has also made a counter claim for ₹285.44 million along with further interest at 18% per annum towards dues from the Claimant.

   Further, pursuant to an interim order by the Arbitral tribunal dated September 23, 2020 ("**2020 Order**") arising out of the statements and responses filed under section 17 of the Arbitration and Conciliation Act, 1996, our Company was granted *inter alia* the following reliefs stating the (i) Claimant is restrained by an order of injunction from investing monies into its sister companies; (ii) the Claimant, its directors, employees, officers in charge are restrained by an order of injunction from deleting, destroying, or disposing electronic data and destroying or disposing any of its physical records and document pertaining to TIN and PAN operations, amongst others. In terms of the 2020 Order, our Company was *inter alia* not granted the following reliefs: to direct the Claimant to provide security in favour of our Company, for a claim amount of ₹267.47 million, amongst others. The Claimant had also raised an additional claim of ₹67.81 million and interest pursuant to an application filed under section 23(3) of the Arbitration and Conciliation Act, 2015, which was rejected by the arbitrator. Subsequently, pursuant to further written submissions, our Company has submitted that the Claimant is not a party to the 2004 Agreement, being Alankit Assignments Limited to be a party, and the Claimant has no rights under the 2004 Agreement. The matter is currently pending for final award.

Material taxation matters

1. An appeal dated August 9, 2018 has been filed (against the order of assessment under the Central Sales Tax Act, 1956) before the Registrar, Maharashtra Sales Tax Tribunal against an order dated May 11, 2018 ("**Order**") by the Deputy Commissioner of Sales Tax (Appeal) – II has been filed before the Registrar, Maharashtra Sales Tax Tribunal, Mumbai by our Company. The alleged dispute is in relation to the nature and scope of operation of PAN services provided by our Company. The assessing officer pursuant to an its order dated April 5, 2017 had held that income from PAN services pursuant to the nature and scope of our Company's operations is an income from manufacturing and sale and hence raised a demand of ₹226.32 million under the provisions of Maharashtra Value Added Tax Act, 2002 ("**Assessment Order**"). Subsequently, the Sales Tax officer (C-847), Nodala Division-IV, Mumbai issued a demand notice of ₹226.32 million which on appeal was further upheld and modified to ₹250.04 million by the Deputy Commissioner Of Sales Tax, (Appeals), Nodala Division-IV, Mumbai in its Order. The matter is currently pending.

2. For the assessment year 2017-18, our Company received an assessment order dated December 26, 2019 ("**Assessment Order**") from the Office of the Assistant Commissioner of Income Tax, Circle 7(2)(2), Mumbai ("**Assistant Commissioner**"), stating *inter alia* that the disallowance of ₹2.17 million claimed by our Company under section 14A of the Income Tax Act, read with rule 8D of the Income Tax Rules, 2011 cannot be claimed by our Company. Further, the Assessment Order also states that the amount of ₹31.46 million which was deposited in the bank accounts of the Company from November 9, 2016 to December 30, 2016, was not reflected in the 'return of income' filed by our Company. Subsequently, our Company received a notice of demand dated December 26, 2019, demanding a sum of ₹106.79 million. The matter is currently pending.

3. For the assessment year 2012-13, our Company received an assessment order dated March 27, 2015 ("**Assessment Order**") from the Income Tax Department, Mumbai ("**IT Department**"), stating *inter alia* discrepancy in Note-8 of the balance sheet dated March 31, 2012, which provided for two fixed asset items being 'computers' and 'computer software' under the head 'intangible assets'. However, the depreciation schedule for the purposes of income tax provided for only one block of asset, i.e., 'computers' thereby clubbing "computer software" with the block of "computer". Our Company claimed depreciation on addition of softwares to the central system at 60%, which on assessment was restricted to 25% since both computer and computer software were classified as separate fixed assets in the balance sheet of the

Company and any software purchased independently from the computers amounts to purchase of an intangible asset and is entitled for a depreciation of 25% as per Part-B of the depreciation schedule.. Subsequently, our Company received a notice of demand dated March 27, 2015, demanding a sum of ₹59.84 million. The matter is currently pending.

Tax Claims

Except as disclosed below, there are no claims related to direct and indirect taxes involving our Company, Subsidiaries, Directors.

Nature of case	Number of cases	Amount involved (in ₹ million)
Litigation involving our Company		
Direct Tax	17	271.40
Indirect Tax	2	226.32
Litigation involving our Subsidiaries		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Litigation involving the Directors		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

Outstanding dues to Creditors

As of June 30, 2021, our Company has 221 creditors, and the aggregate outstanding dues to these creditors by our Company are ₹1,079.04 million. Further, our Company owes an amount of ₹30.78 million to micro and small medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

As per the Materiality Policy, creditors of our Company to whom an amount having a monetary value which exceeds 5% of the trade payables of our Company as of June 30, 2021, as disclosed in the Draft Red Herring Prospectus, shall be considered as 'material' i.e., creditors of our Company to whom our Company owes an amount exceeding ₹53.95 million have been considered material. As of June 30, 2021, there no material creditors of the Company, in terms of the materiality policy.

Details of outstanding dues owed to MSMEs and other creditors as of June 30, 2021 are set out below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro and Small Enterprises	24	30.78
Other Creditors	197	1,048.26
Total Outstanding Dues	**221**	**1,079.04**

Based on the Materiality Policy, there are no material creditors of our Company as on June 30, 2021.

It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, https://www.egov-nsdl.co.in would be doing so at their own risk.

Material Developments

Other than as stated in "*Management's Discussion And Analysis of Financial Condition And Results Of Operations*" on page 259, there have not arisen, since the date of the last financial statement disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*We have set out below a list of material approvals, consents, licences and permissions from various governmental and regulatory authorities obtained by us which are considered material and necessary for the purpose of undertaking our business activities and operations ("**Material Approvals**"). In view of these Material Approvals, our Company can undertake this Offer. Unless otherwise stated, Material Approvals as set out below, are valid as of date of this Draft Red Herring Prospectus. For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" beginning on page 143.*

Approvals in relation to our Company

I. Approvals in relation to the Offer

For the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 296.

II. Incorporation related approvals of our Company

1. Certificate of incorporation dated December 27, 1995 issued by the RoC to our Company, in its former name, being 'National Securities Depository Limited'.

2. Certificate of incorporation dated December 19, 2012 issued by the RoC to our Company consequent upon change of name to 'NSDL e-Governance Infrastructure Limited'.

3. Fresh certificate of incorporation dated December 8, 2021 issued by the RoC to our Company consequent upon change of name to 'Protean eGov Technologies Limited'.

4. Certificate for commencement of business dated February 8, 1996 issued by the RoC to our Company, in its former name, being 'National Securities Depository Limited'.

III. Material Approvals in relation to the business operations of our Company

1. License to act as a certifying authority under section 21 of the Information Technology Act, 2000 dated October 27, 2016 issued by the Controller of Certifying Authorities, Government of India;

2. Registration as a central record keeping agency, bearing registration number CRA001 under the Pension Fund Regulatory and Development Authority (Central Recordkeeping Agency) Regulations, 2015;

IV. Tax related approvals

a) The permanent account number of our Company is AAACN2082N;

b) The tax deduction account number of our Company is MUMN05226E;

c) Certificate of registration issued under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975, bearing number 27930996451P;

d) Certificate of enrolment issued under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975, bearing number 99812326460P;

e) Certificate of registration issued under the Maharashtra Value Added Tax Act, 2002, bearing tax payer identification number 27930996451V;

f) Certificate of registration issued under the Central Sales Tax (Registration & Turnover Rules), 1957, bearing tax payer identification number 27930996451C;

g) Goods and services tax registration numbers of our Company, for the states where we have business operations, are as follows:

State	Registration number
Maharashtra	27AAACN2082N1Z8
Gujarat	24AAACN2082N3ZC
Karnataka	29AAACN2082N2Z3
New Delhi	07AAACN2082N4Z7
Tamil Nadu	33AAACN2082N4ZC
West Bengal	19AAACN2082N3Z3

V. Labour related approvals

Our Company has obtained registrations under various employee and labour related laws including:

a) registration for payment of gratuity under the Payment of Gratuity Act, 1972;

b) registration for employees’ provident fund issued by the Employees’ Provident Fund Organisation under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952;

c) certificate for contract labour under the Contract Labour (Regulations and Abolition Act), 1970;

d) Registration for employees’ insurance issued by the Sub-Regional Office, Employees State Insurance Corporation of India under the Employees State Insurance Act, 1948; and

e) the relevant shops and establishment legislations. These licenses are periodically renewed, whenever applicable.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has approved the Offer pursuant to the resolution passed at its meeting held on December 3, 2021. Further, our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale and has approved this Draft Red Herring Prospectus pursuant to its resolution dated December 23, 2021 and IPO Committee resolution dated December 24, 2021.

The Selling Shareholders have, severally and not jointly, confirmed and approved their participation in the Offer for Sale. For details of in relation to the date of consent and the date of board resolution/ authorisation from each of the Selling Shareholders, see *"The Offer"* on page 51.

Our Company has received in-principle approval from the BSE for the listing of the Equity Shares pursuant to the letter dated [●].

The Pension Fund Regulatory and Development Authority has granted the Company its in-principle and final approval to undertake the Offer, pursuant to its letters dated May 6, 2021 and September 29, 2021, respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Directors, the Selling Shareholders are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court.

Confirmation under Companies (Significant Beneficial Ownership) Rules, 2018

Our Company and the Selling Shareholders, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

Other than Mukesh Agarwal and Karan Omprakash Bhagat, none of our Directors are associated with securities market related business, in any manner.

Outstanding action initiated by SEBI in the last five years:

A show cause notice bearing no. SEBI/HO/EAD-8/PM/SM/8843/1/2021 dated April 16, 2021 ("**SCN**") was received on May 5, 2021 against IIFL Wealth Management Limited ("**IIFLWML**") in the matter of Alkem Laboratories Limited ("**Alkem**"). The show cause notice came jointly in the name of IIFLWML and IIFL Securities Limited and both these entities have separately filed consent applications with SEBI. In terms of the show cause notice, the allegations, pertain to the transactions entered into by one of the clients of IIFLWML in Alkem, alleging that there were certain trades which were executed on behalf of the client on the cash equity market, in order to manipulate the price in order to execute other trades in the block deal segment. IIFLWML has denied the allegations and filed a settlement application with SEBI on June 7, 2021, in terms of the Securities and Exchange Board of India (Settlement Proceeding) Regulations, 2018. The matter is currently pending with SEBI. The adjudication officer has also been informed about the filing and has been requested to keep the proceedings in abeyance till the disposal of the concerned application.

Other confirmations

(i) Our Company or any of our Directors have not been declared as 'Fraudulent Borrowers' by the lending banks or financial institution or consortium, in terms of the Master Circular dated July 1, 2016 issued by the Reserve Bank of India; and

(ii) Each of the Selling Shareholders has severally and not jointly confirmed compliance with Regulation 8 of the SEBI ICDR Regulations in respect of itself and approved its participation in the Offer for Sale in relation to its portion of the Offered Shares.

Eligibility for the Offer

Our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable.

Our Company confirms that it is also in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The Selling Shareholders confirm that they have held the Offered Shares for a continuous period of at least one year prior to the date of this Draft Red Herring Prospectus or are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations.

Our Company is eligible for the Offer in accordance with the Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

- Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- Our Company has a Net Worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

- Our Company has not changed its name in the last one year to reflect any new/additional business activity. However, our Company has changed its name from 'NSDL e-Governance Infrastructure Limited' to 'Protean eGov Technologies Limited' pursuant to a shareholders' resolution dated October 28, 2021, to represent the full gamut of products and service offerings of the Company in the space of information technology enabled solutions and extension into new markets, sectors and geographies, and a fresh certificate of incorporation was granted by the RoC on December 8, 2021. The change of name is reflective of our Company's identity, which is independent of its previous name or any previous affiliations.

Our Company's operating profit, Net Worth, net tangible assets and monetary assets derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as at, and for the last three years ended March 31 are set forth below:

Derived from our Restated Consolidated Financial Information:

(₹ in million)

S. No.	Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
A.	Net tangible assets[(1)]	6,589.88	7,339.18	6,347.86
B.	Monetary assets[(2)]	1,151.44	501.07	554.84
C.	Monetary assets as a percentage of net tangible assets (B/A)	17.47%	6.83%	8.74%
D.	Net Worth[(3)]	6,676.44	7,535.99	6,655.25
E.	Operating profit, as restated and consolidated[(4)]	680.52	1,207.39	1,494.22

Notes:

1. *Net tangible assets, Restated and consolidated, mean the sum of all net assets of the Issuer and excluding intangible assets, each on restated basis and as defined in Indian Accounting Standard 38.*
2. *Restated and consolidated monetary assets = Cash on hand + balance with bank in current accounts balance with bank in deposit accounts + other bank balances on restated basis.*
3. *Restated and consolidated Net Worth has been defined as the aggregate of share capital and other equity (including capital redemption reserve and share options outstanding account) on restated basis.*
4. *Restated and consolidated operating profit has been calculated as restated and consolidated net profit before tax excluding other income and finance cost each on a restated and consolidated basis.*

Our Company has operating profits in each of the Fiscals 2021, 2020 and 2019, in terms of our Restated Consolidated Financial Information.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(iii) Our Company, the Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI;

(iv) The companies with which our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(v) Neither our Company nor our Directors are wilful defaulters (as defined in the SEBI ICDR Regulations);

(vi) None of our Directors have been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(vii) Except employee stock options granted pursuant to ESOP Scheme, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;

(viii) Our Company along with Registrar to the Offer has entered into tripartite agreements dated June 10, 2021 and July 28, 2021 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares. Further, our Company shall enter into a tripartite agreement with the respective Depositories and the Registrar to the Offer prior to the filing of the Red Herring Prospectus with RoC;

(ix) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus;

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING ICICI SECURITIES LIMITED, EQUIRUS CAPITAL PRIVATE LIMITED, IIFL SECURITIES LIMITED AND NOMURA FINANCIAL ADVISORY AND SECURITIES (INDIA) PRIVATE LIMITED ("BRLMs"), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS AND UNDERTAKINGS SPECIFICALLY MADE OR CONFIRMED BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND FOR ITS RESPECTIVE PORTION OF THE OFFERED SHARES. THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 24, 2021 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY AND ANY PERSON WHO HAS AUTHORISED THE ISSUE OF THIS DRAFT RED HERRING PROSPECTUS FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, the Selling Shareholders, our Directors and BRLMs

Our Company, the Selling Shareholders, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website www.egov-nsdl.co.in, or the respective websites of any affiliate of our Company would be doing so at his or her own risk. Each of the Selling Shareholders, its respective directors, affiliates, associates, and officers accept no responsibility for any statements made in this Draft Red Herring Prospectus other than those specifically made or confirmed by the Selling Shareholders in relation to itself as a Selling Shareholder and its respective proportion of the Offered Shares.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement.

All information shall be made available by our Company, Selling Shareholders and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Bidders will be required to confirm and will be deemed to have represented to our Company, each of the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, its Subsidiaries, the Selling Shareholders, their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its Subsidiaries, the Selling Shareholders, their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, insurance companies registered with IRDA, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, Systemically Important NBFCs) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only.

The Offer for Sale of the Offered Shares shall not, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs" in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

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

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act if such an offer for sale is made otherwise than in compliance with the available exemptions from registration under the U.S.

Securities Act.

Equity Shares Offered and sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented to and agreed with our Company, the Selling Shareholders and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of U.S. QIB with respect to which it exercises sole investment discretion;

4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act; and (B) in accordance with all applicable laws, including the securities laws of the states of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares or any "general solicitation" or "general advertising" (as defined in Regulation D under the U.S. Securities Act) in the United States in connection with any offer or sale of the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

10. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that our Company, the Selling Shareholders, the BRLMs and their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of

its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All Other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Selling Shareholders and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;

4. the purchaser is not purchasing the Equity Shares as a result of any "directed selling efforts" (as such term is defined in Rule 902 of Regulation S under the U.S. Securities Act);

5. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Issue, was located outside the United States at the time (i) the offer for Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated, and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

6. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

7. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

8. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

10. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that our Company, the Selling Shareholders, the BRLMs and their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

In relation to each European Economic Area State that has implemented the Prospectus Directive (Directive 2003/71/EC) and amendments thereto, including Directive 2010/73/EU and to the extent applicable, Prospectus Regulation (EU) 2017/1129 (each, a "**Relevant Member State**"), an offer to the public of any Equity Shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

a. to any legal entity which is a qualified investor as defined under the Prospectus Directive;

b. to fewer than 100 or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors), subject to obtaining the prior consent of the BRLMs; or

c. in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Equity Shares shall result in a requirement for our Company or any BRLMs to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive and each person who receives any communication in respect of, or who acquires any Equity Shares under, the offers contemplated in this Draft Red Herring Prospectus will be deemed to have represented, warranted and agreed to with the BRLMs and our Company that it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any of the Equity Shares in any Relevant Member States means the communication in any form and by any means of sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

In the case of any Equity Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, each such financial intermediary will be deemed to have represented, acknowledged and agreed that the Equity Shares acquired by it in the offering have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Equity Shares to the public in a Relevant Member State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that relevant member state or, where appropriate, approved in another Relevant Member State and notified to the competent authority in the Relevant Member State, all in accordance with the Prospectus Directive, other than their offer or resale to qualified investors or in circumstances in which the prior consent of the BRLMs has been obtained to each such proposed offer or resale.

Our Company, the BRLMs and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

This Draft Red Herring Prospectus is an advertisement and is not a prospectus for the purposes of EU Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU and to the extent applicable, Prospectus Regulation (EU) 2017/1129).

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE. Applications will be made to the Stock Exchange for obtaining permission for listing and trading of the Equity Shares. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, CFO, legal counsel to the Company as to Indian law, legal counsel to the BRLMs as to Indian law, international legal counsel to the BRLMs, Bankers to our Company, the BRLMs, Registrar to the Offer, the Statutory Auditors, CRISIL; and consents in writing of the Syndicate Members, Escrow Collection Bank(s)/Refund Bank(s)/ Public Offer Account/ Sponsor Bank to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

Expert to the Offer

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

Our Company has received written consent from the Statutory Auditors namely, B S R & Associates LLP, holding a valid peer review certificate from ICAI, to include their name in this Draft Red Herring Prospectus as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of the reports of the Statutory Auditors on the Restated Consolidated Financial Information dated August 17, 2021 and the statement of possible special tax benefits dated December 21, 2021 included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the Securities Act.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associate entity during the last three years

Our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus. Our Company does not have any listed group company or any listed subsidiary or a listed associate entity.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not undertaken any public issue or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed Subsidiaries of our Company

None of our Subsidiaries are listed on any stock exchange.

Price information of past issues handled by the BRLMs

A. **ICICI Securities Limited**

1. Price information of past issues handled by ICICI Securities Limited

Sr. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Fino Payments Bank Limited	12,002.93	577.00	12-NOV-21	544.35	-30.56%,[-3.27%]	NA*	NA*
2	PB Fintech Limited	57,097.15	980.00	15-NOV-21	1150.00	+14.86%,[-4.33%]	NA*	NA*
3	One 97 Communications Limited	1,83,000.00	2,150.00	18-NOV-21	1,950.00	-38.56%,[-4.39%]	NA*	NA*
4	Sapphire Foods India Limited	20,732.53	1,180.00	18-NOV-21	1,350.00	+3.69%,[-4.39%]	NA*	NA*
5	Latent View Analytics Limited	6,000.00	197.00[(1)]	23-NOV-21	512.20	+153.58%,[-3.13%]	NA*	NA*
6	Tarsons Products Limited	10,234.74	662.00[(2)]	26-NOV-21	682.00	NA*	NA*	NA*
7	Go Fashion (India) Limited	10,136.09	690.00	30-NOV-21	1,310.00	NA*	NA*	NA*
8	Star Health and Allied Insurance Company Limited	60,186.84	900.00[(3)]	10-DEC-21	845.00	NA*	NA*	NA*
9	Shriram Properties Limited	6,000.00	118.00[(4)]	20-DEC-21	90.00	NA*	NA*	NA*
10	Metro Brands Limited	13,675.05	500.00	22-DEC-21	437.00	NA*	NA*	NA*

**Data not available*

(1) Discount of Rs. 19 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 197.00 per equity share.

(2) Discount of Rs. 61 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 662.00 per equity share.

(3) Discount of Rs. 80 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 900.00 per equity share.

(4) Discount of Rs. 11 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 118.00 per equity share.

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2. Summary statement of price information of past issues handled by ICICI Securities Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22*	22	6,62,228.24	-	2	3	4	3	5	-	-	-	1	-	1
2020-21	14	1,74,546.09	-	-	5	5	2	2	-	1	3	5	3	2
2019-20	4	49,850.66	-	-	2	-	1	1	1	-	-	2	-	1

** This data covers issues up to YTD*

Notes:

1. *All data sourced from www.nseindia.com, except for Computer Age Management Services Limited for which the data is sourced from www.bseindia.com*
2. *Benchmark index considered is NIFTY*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

B. Equirus Capital Private Limited

1. Price information of past issues handled by Equirus Capital Private Limited:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Antony Waste Handling Cell Limited	2,999.85	315.00	January 01,2021	436.10	-10.27% [-2.74%]	-23.21% [+4.80%]	+2.14% [+12.34%]
2.	G R Infraprojects Limited	9,623.34	837.00[1]	July 19, 2021	1,715.85	+90.82% [+5.47%]	+138.85% [+16.42%]	N.A.
3.	Rolex Rings Limited	7,310.00	900.00	August 9, 2021	1,250.00	+22.28% [+6.79%]	+31.50% [+10.20%]	N.A.
4.	Krsnaa Diagnostics Limited	12,133.35	954.00[2]	August 16, 2021	1,005.55	-9.42% [+4.93%]	-27.73% [+9.30%]	N.A.
5.	Anand Rathi Wealth Limited	6,593.75	550.00[3]	December 14, 2021	600.00	N.A.	N.A.	N.A.
6.	Metro Brands Limited	13,675.05	500.00	December 22, 2021	437.00	N.A.	N.A.	N.A.

Source*: www.nseindia.com for price information and prospectus for issue details*

Notes:

1. *A discount of ₹ 42 per Equity Share was offered to eligible employees bidding in the employee reservation portion of G R Infraprojects Limited IPO*
2. *A discount of ₹ 93 per Equity Share was offered to eligible employees bidding in the employee reservation portion of Krsnaa Diagnostics Limited IPO*
3. *A discount of ₹ 25 per Equity Share was offered to eligible employees bidding in the employee reservation portion of Anand Rathi Wealth Limited IPO*
4. *The S&P CNX NIFTY is considered as the Benchmark Index.*
5. *Price on NSE is considered for all of the above calculations.*
6. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*
7. *N.A. (Not Applicable) – Period not completed.*

2. Summary statement of price information of past issues handled by Equirus Capital Private Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2021-2022*	5	49,335.49	-	-	1	1	-	1	-	-	-	-	-	-
2020 -2021	1	2,999.85	-	-	1	-	-	-	-	-	-	-	-	1
2019 -2020	-	-	-	-	-	-	-	-	-	-	-	-	-	-

** The information is as on the date of this Draft Red Herring Prospectus.*
The information for each of the financial years is based on issues listed during such financial year.

C. **IIFL Securities Limited***

1. Price information of past issues handled by IIFL Securities Limited*:

Sr. No.	Issue Name	Issue Size (in Rs. Mn)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Krsnaa Diagnostics Limited	12,133.35	954.00(1)	August 16, 2021	1,005.55	-9.42%,[+4.93%]	-27.73%,[+9.30%]	N.A.
2	Chemplast Sanmar Limited	38,500.00	541.00	August 24, 2021	550.00	+2.06%,[+5.55%]	+12.94%,[+6.86%]	N.A.
3	Sansera Engineering Limited	12,825.20	744.00(2)	September 24, 2021	811.50	+0.35%,[+1.47%]	+1.51%,[-5.03%]	N.A.
4	Aditya Birla Sun Life AMC Ltd	27,682.56	712.00	October 11, 2021	715.00	-11.36%,[+0.55%]	N.A.	N.A.
5	PB Fintech Ltd.	57,097.15	980.00	November 15, 2021	1,150.00	+14.86%,[-4.33%]	N.A.	N.A.

Sr. No.	Issue Name	Issue Size (in Rs. Mn)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
6	SJS Enterprises Ltd.	8,000.00	542.00	November 15, 2021	542.00	-24.99%,[-4.33%]	N.A.	N.A.
7	Sapphire Foods India Limited	20,732.53	1,180.00	November 18, 2021	1,350.00	+3.69%,[-4.39%]	N.A.	N.A.
8	Star Health and Allied Insurance Company Limited	60,186.84	900.00(3)	December 10, 2021	845.00	N.A.	N.A.	N.A.
9	Anand Rathi Wealth Limited	6,593.75	550.00(4)	December 14, 2021	600.00	N.A.	N.A.	N.A.
10	Rategain Travel Technologies Limited	13,357.35	425.00(5)	December 17, 2021	360.00	N.A.	N.A.	N.A.

Source: www.nseindia.com;

(1) *A discount of INR 93per equity share to eligible employees bidding in the employee reservation portion*
(2) *A discount of INR 36 per equity share was offered to eligible employees bidding in the employee reservation portion*
(3) *A discount of INR 80 Per Equity Share was offered to eligible employees bidding in the employee reservation portion*
(4) *A discount of INR 25 Per Equity Share was offered to eligible employees bidding in the employee reservation portion*
(5) *A discount of INR 40 Per Equity Share was offered to eligible employees bidding in the employee reservation portion*

Note: Benchmark Index taken as CNX NIFTY. Price on NSE is considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. The Nifty 50 index is considered as the benchmark index. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.

2. Summary statement of price information of past issues handled by IIFL Securities Limited*:

Financial Year	Total No. of IPO's	Total Funds Raised (in Rs. Mn)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2019–20	5	65,827.61	-	-	2	-	1	2	1	1	1	-	-	2
2020-21	8	47,017.65	-	-	4	2	1	1	-	1	-	3	3	1

2021-22	15	3,21,175.76	-	-	4	-	3	5	-	-	-	2	-	-

Source: www.nseindia.com
Note: Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.
NA means Not Applicable.

** In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, IIFL Securities Limited will be involved only in marketing of the Offer. IIFL Securities Limited has signed the due diligence certificate and has been disclosed as BRLM for the Offer.*

D. **Nomura Financial Advisory and Securities (India) Private Limited**

1. Price information of past issues handled by Nomura Financial Advisory and Securities (India) Private Limited:

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	MedPlus Health Services Limited	13,982.95	796[1]	December 23, 2021	1,040.00	Not applicable	Not applicable	Not applicable
2	Shriram Properties Limited	6,000.00	118[2]	December 20, 2021	90.00	Not applicable	Not applicable	Not applicable
3	RateGain Travel Technologies Limited	13,357.35	425[3]	December 17, 2021	360.00	Not applicable	Not applicable	Not applicable
4	Fino Payments Bank	12,002.93	577	November 12, 2021	548.00	-30.56% [-3.27%]	Not applicable	Not applicable
5	Sansera Engineering	12,829.78	744	September 24, 2021	811.50	+0.35% [+1.47%]	+1.51% [-5.03%]	Not applicable
6	CarTrade Tech Limited	29,985.13	1,618	August 20, 2021	1,599.80	-10.31% [+5.75%]	-32.68% [+8.80%]	Not applicable
7	Sona BLW Precision Forgings Limited	55,500.00	291	June 24, 2021	301.00	+45.45% [+0.47%]	+94.54% [+11.22%]	+140.29% [+5.22%]
8	Nazara Technologies Limited	5,826.91	1,101[4]	March 30, 2021	1,990.00	+62.57% [+0.13%]	+38.22% [+6.84%]	+96.19% [+20.26%]
9	Gland Pharma Limited	64,795.45	1,500	November 20, 2020	1,710.00	+48.43% [+7.01%]	+57.27% [+18.27%]	+104.17% [17.49%]

10	Computer Age Management Services Limited	22,421.05	1,230[5]	October 1, 2020	1,518.00	+5.43%[+2.37%]	+49.52%[+23.04%]	+43.80%[+26.65%]

Source: www.nseindia.com

1. *Discount of INR78.00 per Equity Share was offered to eligible employees bidding in the employee reservation portion*
2. *Discount of INR11.00 per Equity Share was offered to eligible employees bidding in the employee reservation portion*
3. *Discount of INR40.00 per Equity Share was offered to eligible employees bidding in the employee reservation portion*
4. *Discount of INR110.00 per Equity Share was offered to eligible employees bidding in the employee reservation portion*
5. *Discount of INR122.00 per Equity Share was offered to eligible employees bidding in the employee reservation portion*

Notes:

a. *Nifty is considered as the benchmark index except for Computer Age Management Services Limited where SENSEX is considered as benchmark index*
b. *Price on NSE is considered for all of the above calculations except for Computer Age Management Services Limited.*
c. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.*
d. *Not applicable – Period not completed*

2. Summary statement of price information of past issues handled by Nomura Financial Advisory and Securities (India) Private Limited:

Financial Year	**Total no. of IPOs**	**Total funds raised (` in millions)**	**Nos. of IPOs trading at discount on as on 30th calendar days from listing date**			**Nos. of IPOs trading at premium on as on 30th calendar days from listing date**			**Nos. of IPOs trading at discount as on 180th calendar days from listing date**			**Nos. of IPOs trading at premium as on 180th calendar days from listing date**		
			Over 50%	**Between 25%-50%**	**Less than 25%**	**Over 50%**	**Between 25%-50%**	**Less than 25%**	**Over 50%**	**Between 25%-50%**	**Less than 25%**	**Over 50%**	**Between 25%-50%**	**Less than 25%**
2021-2022	7	143,658.14	-	1	1	-	1	1	-	-	-	1	-	-
2020-2021	4	100,063.57	-	-	-	2	1	1	-	-	-	3	1	-
2019-2020	2	107,997.88	-	1	-	-	-	1	-	-	-	1	-	1

***Source**: www.nseindia.com*

***Notes**:*

a) *The information is as on the date of this document.*
b) *The information for each of the financial years is based on issues listed during such financial year.*

Track record of the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the BRLMs, as set forth in the table below:

S. No.	Name of BRLMs	Website
1.	ICICI Securities Limited	www.icicisecurities.com
2.	Equirus Capital Private Limited	www.equirus.com
3.	IIFL Securities Limited	www.iiflcap.com
4.	Nomura Financial Advisory and Securities (India) Private Limited	www.nomuraholdings.com/company/group/asia/india/index.html

Stock Market Data of Equity Shares

This being an initial public offer of Equity Shares our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchange, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the BRLMs shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount for the period of such delay.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned herein.

Neither our Group Company nor Subsidiaries are listed on any stock exchange.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SCORES in terms of SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has also appointed Maulesh Kantharia, Company Secretary of our Company, as the Compliance Officer for the

Offer. For details, see "*General Information*" on page 57.

Our Company has constituted a Stakeholders' Relationship Committee comprising Nishita Nirmal Mhatre, Mukesh Agarwal, and Jayesh Waman Sule. For details, see "*Our Management*" on page 151.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Other confirmations

No person connected with the Offer, except for fees or commission for services rendered in relation to the Offer, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered, transferred, and Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Offer.

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares issued in the Offer shall be *pari passu* with the existing Equity Shares in all respects including dividends. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 335.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the MoA and AoA and provisions of the Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" on pages 172 and 335, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹10 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders in consultation with the BRLMs, and advertised in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located, each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the website of the Stock Exchange.

At any given point of time, there shall be only one denomination for the Equity Shares.

The Offer

The Offer comprises of an Offer for Sale by the Selling Shareholders.

Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer - Offer Expenses*" on page 76.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- Right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 335.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchange. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated June 10, 2021 amongst our Company, NSDL and Registrar to the Offer; and
- Tripartite agreement dated July 28, 2021 amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will only be in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Mumbai, India will have exclusive jurisdiction in relation to this Offer.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Bid/Offer Programme

BID/OFFER OPENS ON	**[●]**(1)
BID/OFFER CLOSES ON	**[●]**(2)(3)

(1) Our Company and the Selling Shareholders in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations

(2) Our Company and the Selling Shareholders in consultation with the BRLMs may, consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations

(3) UPI Mandate end time and date shall be at [●] on [●].

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

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or about [●]

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/ Offer Period by our Company and the Selling Shareholders in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. Each of the Selling Shareholder, severally and not jointly, confirms that it shall extend such reasonable support and co-operation required by our Company and the BRLMs for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within six Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/Offer Closing Date, identifying non adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

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

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by RIBs.

Further, in case of Bids by QIBs and Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded by 4.00 p.m. IST. In case of Bids by RIBs, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchange only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchange.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchange. The SCSB's shall unblock such applications by the closing hours of the Working Day.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their

Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Working Days.

None among our Company and the Selling Shareholders or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company and the Selling Shareholders, in consultation with the BRLMs reserves the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a public notice and also by indicating the change on the terminals of the Syndicate Members and by intimation to the Designated Intermediaries.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchange shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

The requirement of minimum subscription is not applicable to the Offer in accordance with the SEBI ICDR Regulations, this this is an Offer for Sale. However, if our Company does not (i) make the minimum Allotment as specified under terms of the Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the date of Bid/ Offer Closing Date or (ii) receive subscription as is required to ensure that no shareholder will hold more than 25% of the post-Offer Equity Share capital of the Company the Selling Shareholders, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay beyond the prescribed time, the Selling Shareholders, to the extent applicable, and our Company shall pay interest prescribed under the applicable law. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum.

Further, the Selling Shareholders and our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, the Selling Shareholders and our Company shall be liable to pay interest on the application money in accordance with applicable laws. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder.

The Selling Shareholders shall reimburse, severally and not jointly, and only to the extent of the Equity Shares offered by such Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of the Selling Shareholders for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder in relation to its / his portion of the Offered Shares.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

OFFER STRUCTURE

The initial public offer of up to 12,080,140 Equity Shares for cash at a price of ₹[●] each, aggregating up to ₹[●] million, consisting of an Offer for Sale of up to 1,095,288 Equity Shares by IIFL Special Opportunities Fund aggregating up to ₹[●] million, up to 762,998 Equity Shares by IIFL Special Opportunities Fund – Series 2 aggregating up to ₹[●] million, up to 353,160 Equity Shares by IIFL Special Opportunities Fund – Series 3 aggregating up to ₹[●] million, up to 945,694 Equity Shares by IIFL Special Opportunities Fund – Series 4 aggregating up to ₹[●] million, up to 736,899 Equity Shares by IIFL Special Opportunities Fund – Series 5 aggregating up to ₹[●] million, up to 3,159,027 Equity Shares by NSE Investments Limited aggregating up to ₹[●] million, up to 430,748 Equity Shares by SUUTI aggregating up to ₹[●] million, up to 788,338 Equity Shares by HDFC Bank Limited aggregating up to ₹[●] million, up to 1,261,341 Equity Shares by Axis Bank Limited aggregating up to ₹[●] million, up to 1,261,341 Equity Shares by Deutsche Bank A.G.* aggregating up to ₹[●] million, up to 575,802 Equity Shares by Punjab National Bank aggregating up to ₹[●] million, up to 709,504 Equity Shares by Union Bank of India aggregating up to ₹[●] million.

**It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.*

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation (2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	Not more than 50% of the Offer shall be available for allocation to QIBs. However, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "*Offer Procedure*" on page 319.

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share		
Trading Lot	One Equity Share		
Who can apply[(3) (4)]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, Mutual Funds, Eligible FPIs, VCFs, AIFs, FVCIs, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs on a non-repatriable basis, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism that is specified in the ASBA Form at the time of submission of the ASBA Form		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).		

* *Assuming full subscription in the Offer*

(1) *Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details, see "Offer Structure" on page 316.*

(2) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR in compliance with Regulation 6(1) of the SEBI ICDR Regulations*

(3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion and the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 312.

Withdrawal of the Offer

Our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right not to proceed with the Offer, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchange promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company and the Selling Shareholders, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the website of the Stock Exchange and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v)Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid cum Application Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) interest in case of delay in allotment or refund; and (xiii) disposal of applications and electronic registration of bids.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Red Herring Prospectus and the Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and did not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Further, our Company, the Selling Shareholders and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI

ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchange.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for RIBs using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders using the UPI.

For further details, refer to the General Information Document available on the website of the Stock Exchange and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centers, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the website of BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form shall be made available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) are required to participate in the Offer only through the ASBA process. Anchor Investors shall not be permitted to participate in the Offer through the ASBA process. The RIBs can additionally Bid through the UPI Mechanism.

RIBs bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that do not contain the UPI ID are liable to be rejected.

ASBA Bidders (using UPI Mechanism) shall be required to provide UPI ID details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be liable to be rejected or the UPI ID, as applicable, in the relevant space provided in the ASBA Form.

ASBA Bidders shall be required to ensure that the Bids are being made on ASBA Forms bearing the stamp of the Designated Intermediary, are submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp will be liable to be rejected. RIBs using UPI Mechanism, shall be required to submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account are required to submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
FPIs applying on a repatriation basis	[●]
Anchor Investors	[●]

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus shall also made available for download on the website of BSE (www.bseindia.com)

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs

In case of ASBA forms, the relevant Designated Intermediaries are required to upload the relevant bid details in the electronic bidding system of the Stock Exchange. For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than RIBs using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation on compliance with SEBI circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchange and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Participation by the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

No BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) shall apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid 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.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 333. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Instruments Rules.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, are required to be made in the individual name of the *Karta*. The Bidder/Applicant are required to specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs are considered at par with Bids/Applications from individuals.

Bids by FPIs

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, *inter alia*, the following conditions:

(a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents

Further, Bids received from FPIs bearing the same PAN will be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids will be rejected.

Bids by SEBI registered VCFs and AIFs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, ("**SEBI VCF Regulations**") as amended, *inter alia* prescribe the investment restrictions on VCFs, registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. Further, VCFs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A venture capital fund registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up.

Further, the shareholding of VCFs, Category I AIFs or Category II AIFs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, Provided that such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF or Category I AIFs or Category II AIFs.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company and the Selling Shareholders in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 as amended are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

* *The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹ 2,500,000 million.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, Systemically Important NBFCs, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company [and the Selling Shareholders, in consultation] with the BRLMs reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholders, in consultation with BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company and the Selling Shareholders, in consultation with the BRLMs may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a Net Worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchange to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/ Offer Period and withdraw or lower the size of their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

5. RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

8. RIBs using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

9. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

11. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

13. RIBs Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

14. Ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021;

15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

16. RIBs not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned are liable to be rejected;

19. Ensure that the Demographic Details are updated, true and correct in all respects;

20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

21. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

23. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

24. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

25. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

26. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his/her ASBA Account;

    Retail Individual Investors Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;

27. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

28. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

29. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the

Working Day immediately after the Bid/ Offer Closing Date;

30. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids are liable to be rejected;

31. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;

32. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in); and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs);

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account.

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;

11. Anchor Investors should not Bid through the ASBA process;

12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

14. Do not submit the General Index Register (GIR) number instead of the PAN;

15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

19. Do not submit your Bid after 3.00 p.m. on the Bid/Offer Closing Date;

20. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not Bid for Equity Shares in excess of what is specified for each category;

22. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

25. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

26. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs using the UPI Mechanism;

27. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIBs Bidding using the UPI Mechanism;

28. Do not submit a Bid cum Application Form with a third party UPI ID or using a third party bank account (in case of Bids submitted by RIBs using the UPI Mechanism);

29. RIBs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

30. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for technical rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹200,000 (net of Retail Discount);

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded

after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, see "*General Information*" on page 57.

For helpline details of the BRLMs pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 58.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through the Offer Document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent. of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each RIBs shall not be less than the minimum bid lot, subject to the availability of shares in Retail Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company and the Selling Shareholders in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre- Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) [●] editions of [●], a English national daily newspaper; (ii) [●] editions of [●], a Hindi national daily newspaper and (iii) [●] editions of [●], a Marathi national daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in [●] editions of English national daily newspaper, [●], [●] editions of Hindi national daily newspaper, [●] and [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located) each with wide circulation.

The above information is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed

limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Syndicate intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund; and
- except for any allotment of Equity Shares to employees of our Company pursuant to exercise of options granted under the employee scheme, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertaking by each of the Selling Shareholders

Each of the Selling Shareholders undertake that:

- the Equity Shares being sold by it pursuant to the Offer have been held by it for a period of at least one year prior to the date of filing this Draft Red Herring Prospectus with SEBI, are fully paid-up and are in dematerialised form;
- the Equity Shares offered for sale by the Selling Shareholders are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- It has authorized the Company to take all actions in respect of the Offer for Sale for, and on, its behalf in accordance with Section 28 of the Companies Act, 2013.
- it is the legal and beneficial owner of, and has clear and marketable title to, the Equity Shares which are offered by it pursuant to the Offer for Sale;
- that it shall provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer; and
- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until final approval for trading of the Equity Shares from all Stock Exchange where listing is sought has been received.

Utilisation of Offer Proceeds

Our Company and the Selling Shareholders, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who – (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447*."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1 million 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 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 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. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**"), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid and remain in force until superseded in totality or in part thereof.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the 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 the SEBI/RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

Foreign Exchange Laws

The foreign investment in our Company is governed by *inter alia* the FEMA, as amended, the FEMA Non-debt Instruments Rules, the FDI Policy issued and amended by way of press notes.

Our Company is engaged in providing IT enabled e-governance services, *inter ‑ alia* comprising tax information network, pan card issuance and national judicial reference system for income tax department, central recordkeeping agency for national pension system, unique identification authority of India for providing aadhaar authentication and e ‑ KYC services.

FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. In terms of the FEMA Non-debt Instruments Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Non-debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being only offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

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

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Offer and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association. Pursuant to Schedule I of Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association are detailed below:

*This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Annual General Meeting of the Company (the "**Company**") held on September 23, 2021.*

These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof".

Authorised Share Capital

The authorized share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the MoA or as altered from time to time, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

Alteration of Capital

Power to sub-divide, consolidate and cancel share certificate.

The Company may, by Ordinary Resolution in its General Meetings, from time to time, alter the conditions of MoA as follows:

a. Increase the share capital by such amount to be divided into shares of such amount as it thinks expedient;

b. Consolidate and divide all or any its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act;

c. Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by MoA;

d. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person; and

e. Convert all or any one its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

Allotment of Shares

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board thinks fit.

Lien

The Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this article will have full effect. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: provide that no sale shall be made until the expiration of 14 days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder of the share.

Share Certificate

Every Member of the Company shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors approve, to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. The provisions of the Act shall be complied with in the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the said Act.

Every certificate of shares shall be under the Seal of the Company and shall specify the shares to which it relates and the amount paid-up thereon.

If any certificate be defaced, mutilated, torn or old, decrepit, worn- out or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

No fee shall be charged for sub-division and consolidation of share / debenture certificates and for sub-division of letters of allotment, split and consolidation.

Transfer of Shares

The instrument of transfer of any share shall be in writing and all the provisions of the Act shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply. The Board may decline to recognize any instrument of transfer unless the instrument of transfer is in the form prescribed under the Act, is in respect of only one class of shares and is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

Transmission of shares

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Before recognizing any legal representative or heir or a person otherwise claiming title to the shares the Company may require him to obtain a grant of probate or letters of administration or succession certificate or other legal representation as the case may be from a competent court, provided nevertheless that in any case where the Board in its absolute discretion think fit, it shall be lawful for the Board to dispense with production of the probate or letter of administration or a secession certificate or such other legal representation upon such terms as to indemnity or otherwise as the Board may consider desirable.

Any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares.

Borrowing Powers

The Board may, from time to time and at its discretion, raise or borrow or secure the payment of any sums or sum of money for the purposes of the Company in such manner and upon such terms and conditions in all respects as it thinks fit.

Issue of Bonus Shares

The Company in its General Meeting may resolve to issue the bonus shares to its shareholders subject to the applicable provisions of the Act and other laws as may be applicable in this behalf from time to time.

General Meetings

All General Meetings of the Company other than the Annual General Meeting shall be called an Extra-ordinary General Meeting. The notice of a General Meeting shall be given to the Members of the Company, the persons entitled to a share in consequence of the death or insolvency of a Member, the Directors of the Company and the auditors for the time being of the Company.

Meetings of Directors

The Board of Directors shall meet at least once in every three months with a maximum gap of four months between two meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four such meetings shall be held in every year. Notice of at least seven days, in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad. The notice shall include the time, venue and agenda of such meeting.

The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. If within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

Managing Directors

Subject to the provision of the Act, the Board may, from time to time, appoint one or more Directors to be managing director or managing directors of the Company and may, from time to time. The managing director shall not be liable to retirement by rotation as long as he holds office as managing director.

Appointment of Directors

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year. Provided that the Company may appoint more than fifteen (15) directors after passing a Special Resolution.

Votes of Members

On a show of hands every Member present in person and being a holder of Equity Shares shall have one vote and every person present either as a Proxy on behalf of a holder of Equity Shares or as a duly authorized representative of a body corporate being a holder of Equity Shares, if he is not entitled to vote in his own right, shall have one vote.

On a poll, the voting rights of holder of Equity Shares shall be in proportion to his share in the paid-up Equity Share capital of the Company. A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

A person becoming entitled to a share shall not before being registered as Member in respect of the share be entitled to exercise in respect thereof any right conferred by membership in relation to meeting of the Company.

No Member shall be entitled to exercise any voting rights either personally or by Proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right or lien.

Dividend

The Company in General Meeting may declare the dividends, but no dividend shall exceed the amount recommended by the Board. The Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit.

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

No dividend shall bear interest against the Company.

Unpaid or Unclaimed Dividend

Any dividend remaining unpaid or unclaimed after having been declared shall be dealt in accordance with the provisions of the applicable law.

Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within seven days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank and transfer to such account, the total amount of the dividend which remains unpaid or in relation to which no divided warrant has been posted.

Any money transferred to the said special account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund known as "Investor Education and Protection Fund" established under the Act.

No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law and the Company shall comply with the provisions of the applicable laws in respect of such dividend.

Winding Up

Subject to the provisions of applicable law, the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application, such assets shall be distributed among the Members according to their rights and interests in the Company.

Indemnity

Subject to the provisions the Act, the Company shall indemnify every Director and Officer of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in which relief is granted to them by the court or the tribunal. However, such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. IST on all Working Days and shall be also available on the website of our Company from date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

A. Material Contracts for the Offer

1. Offer agreement dated December 24, 2021 among our Company, the Selling Shareholders and Book Running Lead Managers.

2. Registrar agreement dated December 23, 2021 among our Company, the Selling Shareholders, and the Registrar to the Offer.

3. Cash escrow and sponsor bank agreement dated [●] among our Company, the Selling Shareholders, the Registrar to the Offer, the Book Running Lead Managers, the Syndicate Members, and the Banker(s) to the Offer.

4. Share escrow agreement dated [●] among our Company, the Selling Shareholders, and the Share Escrow Agent.

5. Syndicate agreement dated [●] among our Company, the Selling Shareholders, the Book Running Lead Managers, the Syndicate Members, and the Registrar to the Offer.

6. Underwriting agreement dated [●] among our Company, the Selling Shareholders, and the Underwriters.

B. Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.

2. Certificate of incorporation dated December 27, 1995 issued by the RoC in the name of ‘National Securities Depository Limited’.

3. Certificate of incorporation dated December 19, 2012 issued by the RoC upon change in name of our Company from ‘National Securities Depository Limited’ to ‘NSDL e-Governance Infrastructure Limited’.

4. Fresh certificate of incorporation dated December 8, 2021 issued by the RoC to our Company consequent upon change of name to ‘Protean eGov Technologies Limited’.

5. Approval from PFRDA for change of name of the Company dated November 24, 2021.

6. Certificate of commencement for business dated December 27, 1995, issued by the RoC.

7. Copies of annual reports of our Company for the Financial Years 2021, 2020, and 2019.

8. Resolution of our Board of Directors dated December 3, 2021 authorising the Offer and other related matters.

9. Following board resolutions/authorisations and consents from the Selling Shareholders:

Selling Shareholder	Date of consent	Date of board resolution/Authorisation
IIFL Special Opportunities Fund	December 20, 2021	August 31, 2021
IIFL Special Opportunities Fund Series 2	December 20, 2021	August 31, 2021
IIFL Special Opportunities Fund Series 3	December 20, 2021	August 31, 2021
IIFL Special Opportunities Fund Series 4	December 20, 2021	August 31, 2021
IIFL Special Opportunities Fund Series 5	December 20, 2021	August 31, 2021
NSE Investments Limited	December 22, 2021	June 11, 2021
Administrator of the Specified Undertaking of the Unit Trust of India	December 20, 2021	April 26, 2021 and September 20, 2021
HDFC Bank Limited	December 22, 2021	June 5, 2021
Axis Bank Limited	December 22, 2021	June 18, 2021
Deutsche Bank A.G.*	December 20, 2021	October 14, 2019
Punjab National Bank	December 20, 2021	September 24, 2021
Union Bank of India	December 20, 2021	September 2, 2021

**It is hereby clarified that the Mumbai branch office of Deutsche Bank A. G. is the shareholder in the Company and is acting as a Selling Shareholder.*

10. Resolution of the Board of Directors dated December 23, 2021 approving this Draft Red Herring Prospectus.

11. Resolution of the IPO Committee dated December 24, 2021 approving this Draft Red Herring Prospectus.

12. Report titled '*Assessment of large-scale IT infrastructure demand in India*' dated December 2021 issued by CRISIL.

13. The report dated December 21, 2021 on the statement of possible special tax benefits issued by our Statutory Auditors.

14. Examination report dated August 17, 2021 of our Statutory Auditors on the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus.

15. Consent letters of our Directors, our Company Secretary, Compliance officer, Legal Counsel to our Company as to Indian law, Legal Counsel to Book Running Lead Managers as to Indian law, Legal Counsel to the Selling Shareholders as to Indian law, International Legal Counsel to Book Running Lead Managers, Bankers to our Company, and the Book Running Lead Managers, independent chartered accountant, the Syndicate Member(s), the Banker(s) to the Offer and the Registrar to the Offer, to act in their respective capacities.

16. Our Company has received written consent dated December 24, 2021 from B S R & Associates LLP, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated August 17, 2021 on our Restated Consolidated Financial Information; and (ii) their report dated December 21, 2021 on the Statement of Possible Special Tax Benefits in this DRHP and such consent has not been withdrawn as on the date of this DRHP. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

17. Board resolution dated June 18, 2020 and Shareholders resolution dated September 18, 2020 for approving the terms of our Managing Director and Chief Executive Officer, Suresh Kumar Sethi.

18. Board resolution dated June 15, 2018 and Shareholders resolution dated August 10, 2018 for approving the terms of our Whole-time Director and Chief Operating Officer, Jayesh Waman Sule.

19. In-principle listing approval dated [●] and [●] issued by BSE.

20. Tripartite agreement dated July 28, 2021 among our Company, CDSL and the Registrar to the Offer.

21. Tripartite agreement dated June 10, 2021 among our Company, NSDL and the Registrar to the Offer.

22. Due diligence certificate dated [●] addressed from the Book Running Lead Managers to SEBI.

23. SEBI observation letter no. [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to our Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Suresh Kumar Sethi
(Managing Director and Chief Executive Officer)

Place: Mumbai

Date: December 24, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Jayesh Waman Sule
(Whole-time Director and Chief Operating Officer)

Place: Mumbai

Date: December 24, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Karan Omprakash Bhagat
(Non-Executive Director)

Place: Mumbai

Date: December 24, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Mukesh Agarwal
(Non-Executive Director)

Place: Mumbai

Date: December 24, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Shailesh Vishnubhai Haribhakti
(Independent Director)

Place: Mumbai

Date: December 24, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Dharmishta Narendraprasad Raval
(Independent Director)

Place: Ahmedabad

Date: December 24, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Abhaya Prasad Hota
(Independent Director)

Place: Mumbai

Date: December 24, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Nishita Nirmal Mhatre
(Independent Director)

Place: Mumbai

Date: December 24, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER

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Tejas Desai
(Chief Financial Officer)

Place: Mumbai

Date: December 24, 2021

DECLARATION

We, IIFL Special Opportunities Fund, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF IIFL SPECIAL OPPORTUNITIES FUND

Authorised Signatory

Name: Amit Mehta

Designation: Fund Manager

Place: Mumbai

Date: December 24, 2021

DECLARATION

We, IIFL Special Opportunities Fund – Series 2, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF IIFL SPECIAL OPPORTUNITIES FUND – SERIES 2

Authorised Signatory

Name: Amit Mehta

Designation: Fund Manager

Place: Mumbai

Date: December 24, 2021

DECLARATION

We, IIFL Special Opportunities Fund – Series 3, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF IIFL SPECIAL OPPORTUNITIES FUND – SERIES 3

Authorised Signatory

Name: Amit Mehta

Designation: Fund Manager

Place: Mumbai

Date: December 24, 2021

DECLARATION

We, IIFL Special Opportunities Fund – Series 4, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF IIFL SPECIAL OPPORTUNITIES FUND – SERIES 4

Authorised Signatory

Name: Amit Mehta

Designation: Fund Manager

Place: Mumbai

Date: December 24, 2021

DECLARATION

We, IIFL Special Opportunities Fund – Series 5, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF IIFL SPECIAL OPPORTUNITIES FUND – SERIES 5

Authorised Signatory

Name: Amit Mehta

Designation: Fund Manager

Place: Mumbai

Date: December 24, 2021

DECLARATION

We, NSE Investments Limited, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF NSE INVESTMENTS LIMITED

Authorised Signatory

Name: Ashish Krishna

Designation: VP – Group Investments

Place: Mumbai

Date: December 24, 2021

DECLARATION

We, Administrator of the Specified Undertaking of the Unit Trust of India, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF ADMINISTRATOR OF THE SPECIFIED UNDERTAKING OF THE UNIT TRUST OF INDIA

Authorised Signatory

Name: Avinash Kumar

Designation: Vice President

Place: Mumbai

Date: December 24, 2021

DECLARATION

We, HDFC Bank Limited, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF HDFC BANK LIMITED

Authorised Signatory

Name: Augustine Quadros

Designation: Senior Executive Vice President Legal & Secretarial

Place: Mumbai

Date: December 24, 2021

Authorised Signatory

Name: Santosh Haldankar

Designation: Senior Vice President (Legal) & Company Secretarial

Place: Mumbai

Date: December 24, 2021

DECLARATION

We, Axis Bank Limited, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF AXIS BANK LIMITED

Authorised Signatory

Name: Supriyo Sinha

Designation: SVP & Head – Strategy & New Initiatives

Place: Mumbai

Date: December 24, 2021

DECLARATION

We, Deutsche Bank A.G., hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF DEUTSCHE BANK A.G.

Authorised Signatory	**Authorised Signatory**
Name: Sriram Krishnan	Name: Avinash Prabhu
Designation: Managing Director	Designation: Director
Place: Mumbai	Place: Mumbai
Date: December 24, 2021	Date: December 24, 2021

DECLARATION

We, Punjab National Bank, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF PUNJAB NATIONAL BANK

Authorised Signatory

Name: Akhilesh Kumar Garg

Designation: General Manager

Place: New Delhi

Date: December 24, 2021

DECLARATION

We, Union Bank of India, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF UNION BANK OF INDIA

Authorised Signatory

Name: Sudarshna Bhat

Designation: General Manager

Place: Mumbai

Date: December 24, 2021