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CIN: U74140MH2003PLC142116  
**EMA PARTNERS INDIA LIMITED**  
(Formerly known as “EMA Partners India Private Limited”)

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
204, The Summit Business Bay, Western Express Highway, Vile Parle (East), Mumbai - 400057, Maharashtra, India.	B-1201, 12 <sup>th</sup> Floor, One BKC, G Block, Plot No. C/6, Bandra-Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra, India.	Ms. Smita Shivdhari Singh Company Secretary and Compliance Officer.	<b>Email:</b> s.smita@ema-partners.com  <b>Tel:</b> +91 022-35008805	www.emapartners.in

**PROMOTERS OF OUR COMPANY: MR. KRISHNAN SUDARSHAN AND MR. SUBRAMANIAN KRISHNAPRAKASH**

**DETAILS OF THE OFFER TO PUBLIC**

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATION
Fresh Issue and an Offer for Sale	Up to 54,38,400 Equity Shares of the face value of ₹ 5/- each aggregating up to ₹ [●] Lakhs	Up to 8,12,400 Equity Shares of the face value of ₹ 5/- each aggregating up to ₹ [●] Lakhs	Up to 62,50,800 Equity Shares aggregating up to ₹ [●] Lakhs	The Offer is being made in terms of Regulation 229(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”). For further details, see “Other Regulatory and Statutory Disclosures – Eligibility for the Offer” on page 274. For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors and Retail Individual Investors, see “Offer Structure” on page 297.

**OFFER FOR SALE**

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

NAME OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION* (IN ₹ PER EQUITY SHARE)
Mr. Krishnan Sudarshan	Promoter Selling Shareholder	Up to 6,39,711 Equity Shares of face value of ₹ of 5/- each aggregating up to ₹ [●] Lakhs.	0.86
Mr. Subramanian Krishnaprakash	Promoter Selling Shareholder	Up to 97,313 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] lakhs.	0.02
Mr. Shekhar Ganapathy	Individual Selling Shareholder	Up to 75,376 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] lakhs.	0.02

\*As certified by M/s A P Sanzgiri & Co, Chartered Accountants, by way of their certificate dated September 15, 2024.

**RISKS IN RELATION TO THE FIRST OFFER.**

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 5/- each. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Manager, in accordance with 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 under “Basis for Offer Price” on page 111 in accordance with the SEBI ICDR Regulations should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and / or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page 36 of this Draft Red Herring Prospectus.

**OUR COMPANY’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY**

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the 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, the Selling Shareholders, accepts responsibility for and confirms that the statements made or confirmed by such Selling Shareholders in this Draft Red Herring Prospectus to the extent of information specifically pertaining to it and/or 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 assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our Company or our Company’s business.

**LISTING**

The Equity Shares Offered through the Red Herring Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited (NSE EMERGE) in terms of the Chapter IX of the SEBI ICDR Regulations as amended from time to time. For the purpose of this Offer, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

<b>BOOK RUNNING LEAD MANAGER TO THE OFFER</b>		
Name & Logo	Contact Person	Email & Telephone
<b>INDORIENT FINANCIAL SERVICES LIMITED</b> 	<b>Mr. Ivor Anil Misquith</b>	<b>E-mail:</b> compliance-ifs@indorient.in <b>Tel:</b> +91-79772 12186
<b>REGISTRAR TO THE OFFER</b>		
Name & Logo	Contact Person	Email & Telephone
<b>BIGSHARE SERVICES PRIVATE LIMITED</b> 	<b>Mr. Asif Sayyed</b>	<b>E-mail:</b> ipo@bigshareonline.com <b>Tel:</b> +91 – 22 – 6263 8200
<b>BID/OFFER PERIOD</b>		
<b>ANCHOR PORTION OFFER OPENS/CLOSES ON: [●]*</b>	<b>BID/OFFER OPENS ON: [●]</b>	<b>BID/OFFER CLOSES ON: [●]**#</b>

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

\*\* Our Company, in consultation with the BRLM, 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.

# UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.



**EMA PARTNERS INDIA LIMITED**  
CIN: U74140MH2003PLC142116

(Formerly known as “EMA Partners India Private Limited”)

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name and style of “Executive Management Associates India Private Limited” pursuant to certificate of incorporation dated September 9, 2003 issued by the RoC, Mumbai, Maharashtra. The name of our Company was changed from “Executive Management Associates India Private Limited” to “EMA Partners India Private Limited” pursuant to fresh certificate of incorporation dated February 4, 2004 issued by the RoC, Mumbai, Maharashtra. Subsequently, our Company was converted into public limited company pursuant to special resolution passed by the shareholders at the EGM held on June 12, 2024, and consequently, the name of our Company was changed to “EMA Partners India Limited” and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by RoC, Central Processing Centre on August 05, 2024 bearing CIN U74140MH2003PLC142116. For further details please refer to section titled “History and Corporate Structure” beginning on page 155 of this Draft Red Herring Prospectus.

**Registered Office:** 204, The Summit Business Bay, Western Express Highway, Vile Parle (East), Mumbai - 400057, Maharashtra, India.

**Corporate Office:** B-1201, 12<sup>th</sup> Floor, One BKC, G Block, Plot No. C/6, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India.

**Contact Person:** Ms. Smita Shivdhari Singh, Company Secretary and Compliance Officer

**Tel:** +91-022-35008805; **E-mail:** s.smita@ema-partners.com; **Website:** www.emapartners.in

**PROMOTERS OF OUR COMPANY: MR. KRISHNAN SUDARSHAN AND MR. SUBRAMANIAN KRISHNAPRAKASH**

**INITIAL PUBLIC OFFER OF UPTO 62,50,800 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH (THE “EQUITY SHARES”) OF EMA PARTNERS INDIA LIMITED (“OUR COMPANY” OR “EPIL” OR “THE ISSUER”) AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) (“OFFER PRICE”) FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS (“OFFER”) COMPRISING A FRESH ISSUE OF UP TO 54,38,400 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH AGGREGATING UP TO ₹ [●] LAKHS (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 8,12,400 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH AGGREGATING UP TO ₹ [●] LAKHS INCLUDING UP TO 6,39,711 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY MR. KRISHNAN SUDARSHAN, UP TO 97,313 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY MR. SUBRAMANIAN KRISHNAPRAKASH (THE “PROMOTER SELLING SHAREHOLDERS”) AND UP TO 75,376 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY MR. SHEKHAR GANAPATHY (THE “INDIVIDUAL SELLING SHAREHOLDER” AND TOGETHER WITH THE “PROMOTER SELLING SHAREHOLDERS” REFERRED TO AS THE “SELLING SHAREHOLDERS”).**

**THE OFFER INCLUDES 3,13,200 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE “MARKET MAKER RESERVATION PORTION”). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET OFFER”. THE OFFER AND NET OFFER WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND MUMBAI EDITION OF [●], A REGIONAL NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASTRA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF NSE (“NSE EMERGE”) FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE, IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.**

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

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”), the “QIB Portion”, provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see “Offer Procedure” beginning on page 301 of this Draft Red Herring Prospectus.

**ELIGIBLE INVESTORS**

For details in relation to Eligible Investors, please refer to section titled “Offer Procedure” beginning on page 301 of this Draft Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST OFFER**

The face value of the Equity Shares is ₹ 5/- The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Offer Price” on page 111 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page 36 of this Draft Red Herring Prospectus.

**OUR COMPANY’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY**

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the 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, the Selling Shareholders, accepts responsibility for and confirms that the statements made or confirmed by such Selling Shareholders in this Draft Red Herring Prospectus to the extent of information specifically pertaining to it and/or 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 assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our Company or our Company’s business.

**LISTING**

The Equity Shares Offered through the Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (“NSE EMERGE”) in terms of the Chapter IX of the SEBI ICDR Regulations as amended from time to time. Our Company has received “in-principle” approvals from NSE for the listing of the Equity Shares pursuant to their letters dated [●]. For the purpose of this Offer, the Designated Stock Exchange will be the National Stock Exchange of India Ltd. (“NSE”).

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
	
<p><b>INDORIENT FINANCIAL SERVICES LIMITED</b>            B/805, Rustomjee Central Park, Andheri Kurla Road, Chakala, Mumbai – 400093, Maharashtra, India.  <b>Tel:</b> +91-79772 12186  <b>E-mail:</b> compliance-ifs@indorient.in  <b>Investor Grievance E-mail:</b> wecare@indorient.in  <b>Website:</b> www.indorient.in  <b>Contact Person:</b> Mr. Ivor Anil Misquith  <b>SEBI Registration No:</b> INM000012661  <b>CIN:</b> U67190DL1993PLC052085</p>	<p><b>BIGSHARE SERVICES PRIVATE LIMITED</b>            S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India  <b>Tel No.:</b> +91 – 22 – 6263 8200  <b>Fax No.</b> +91 – 22 – 6263 8299  <b>E-mail:</b> ipo@bigshareonline.com  <b>Investor Grievance Email:</b> investor@bigshareonline.com  <b>Website:</b> www.bigshareonline.com  <b>Contact Person:</b> Mr. Asif Sayyed  <b>SEBI Registration No:</b> INR000001385  <b>CIN:</b> U99999MH1994PTC076534</p>
OFFER PROGRAMME	
<b>ANCHOR PORTION OFFER OPENS/CLOSES ON:  ● *</b>	<b>BID/OFFER OPENS ON:  ● </b>
	<b>BID/OFFER CLOSES ON:  ● **#</b>

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

\*\* Our Company, in consultation with the BRLM, 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.

# UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date

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## TABLE OF CONTENTS

<b>SECTION I: GENERAL</b> .....	<b>8</b>
DEFINITIONS AND ABBREVIATIONS .....	8
CERTAIN CONVENTIONS, CURRENCY OF PRESENTATION, USE OF FINANCIAL INFORMATION AND MARKET DATA .....	23
FORWARD-LOOKING STATEMENTS .....	26
<b>SECTION II: SUMMARY OF THE DRAFT RED HERRING PROSPECTUS</b> .....	<b>28</b>
<b>SECTION III: RISK FACTORS</b> .....	<b>36</b>
<b>SECTION IV: INTRODUCTION</b> .....	<b>62</b>
THE OFFER .....	62
SUMMARY OF FINANCIAL INFORMATION .....	64
<b>SECTION V: GENERAL INFORMATION</b> .....	<b>69</b>
<b>SECTION VI: CAPITAL STRUCTURE</b> .....	<b>81</b>
<b>SECTION VII: PARTICULARS OF THE OFFER</b> .....	<b>96</b>
OBJECTS OF THE OFFER .....	96
BASIS FOR OFFER PRICE.....	111
STATEMENT OF SPECIAL TAX BENEFITS .....	119
<b>SECTION VIII: ABOUT THE ISSUER</b> .....	<b>123</b>
OUR INDUSTRY.....	123
OUR BUSINESS .....	134
KEY INDUSTRY REGULATIONS AND POLICIES .....	148
HISTORY AND CERTAIN OTHER CORPORATE MATTERS .....	155
OUR MANAGEMENT .....	169
OUR PROMOTERS AND PROMOTER GROUP .....	192
OUR GROUP COMPANIES .....	196
RELATED PARTY TRANSACTIONS.....	198
DIVIDEND POLICY .....	199
<b>SECTION IX: FINANCIAL INFORMATION</b> .....	<b>200</b>
RESTATED CONSOLIDATED FINANCIAL INFORMATION .....	200
OTHER FINANCIAL INFORMATION.....	251
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS .....	252
CAPITALIZATION STATEMENT.....	259
FINANCIAL INDEBTEDNESS .....	260
<b>SECTION X: LEGAL AND OTHER INFORMATION</b> .....	<b>263</b>
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS .....	263
GOVERNMENT AND OTHER APPROVALS .....	268
OTHER REGULATORY AND STATUTORY DISCLOSURES .....	274
<b>SECTION XI: OFFER INFORMATION</b> .....	<b>289</b>
TERMS OF THE OFFER.....	289
OFFER STRUCTURE.....	297
OFFER PROCEDURE .....	301
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES .....	332

**SECTION XII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION ..... 335**  
**SECTION XIII: OTHER INFORMATION ..... 369**  
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION ..... 369  
DECLARATION ..... 371

## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. Further, the 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. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, terms in 'Main Provisions of the Articles of Association', 'Statement of Possible Tax Benefits', 'Our Industry', 'Key Industry Regulations and Policies', 'Financial Information', 'Outstanding Litigations and Material Developments', will have the meaning ascribed to such terms in these respective sections Page 335, 119, 123, 148, 200 and 263.

#### Conventional or General Terms

Term	Description
EMA Partners India Limited / EPIL/ the Company / our Company/Issuer	EMA Partners India Limited, a public limited company incorporated under the Companies Act, 1956 as a private limited and having its registered office at 204, The Summit Business Bay, Western Express Highway, Vile Parle (East), Mumbai - 400057, Maharashtra, India.
We/ us/ our	Unless the context otherwise indicates or implies, our Company together with our Subsidiaries, on a consolidated basis as on the date of this Draft Red Herring Prospectus.
You/ your	Prospective investors in this Offer.

#### Company Related Terms

Term	Description
AoA/ Articles/ Articles of Association	The Articles of Association of our Company, as amended, from time to time
Audit Committee	The audit committee of our Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder <i>vide</i> resolution passed by way of circulation by the Board on August 07, 2024 as disclosed under section titled 'Our Management' beginning on page 169 of this Draft Red Herring Prospectus.
Auditors / Statutory Auditors	The Statutory Auditors of our Company being "M/s. A P Sanzgiri & Co" (Chartered Accountants) (Firm Registration No. 116293W), having their office at Plot No. 22, House No. 174 Anand Nagar Lane, Behind Vakola Police Station, Santacruz (East), Mumbai- 400055, Maharashtra, India. unless provided by the context.
Banker to our Company	Bankers to our Company in our case is "Axis Bank Limited" having their office at Ground Floor CETTM, (MTNL), Technology Street, Hiranandani Gardens Powai, Mumbai- 400066, Maharashtra, India.
Board of Directors / the Board/ Our Board	The Board of Directors of our Company, including all duly constituted committees thereof, as disclosed under section titled 'Our Management' beginning on page 169 of this Draft Red Herring Prospectus.
Business Day of our Company	It shall mean any day (other than a Saturday or a Sunday and a public holiday) on which the SEBI, the stock exchanges or the commercial banks in Maharashtra, India, are open for business.
Chairman/ Chairperson	The Chairman/ Chairperson of Board of Directors of the Company being "Mr. Krishnan Sudarshan", Managing Director
CIN	Corporate Identification Number issued by Ministry of Corporate Affairs viz., U74140MH2003PLC142116
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified by MCA till date) and /or provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.



Companies Act, 1956	Companies Act, 1956, as amended from time to time
Companies Act, 2013	Companies Act, 2013 and applicable to the extent notified by MCA till date.
Company Secretary and Compliance Officer/ CS / Company Secretary / Compliance Officer	Company Secretary and Compliance Officer of our Company being “Ms. Smita Shivdhari Singh” (Membership No. A62883)
Corporate Office	B-1201, 12 <sup>th</sup> Floor, One BKC, G Block, Plot No. C/6, Bandra-Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra, India
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Directors Identification Number
Director(s)/ our Director(s)	The Director(s) of our Company, unless otherwise specified
DP/ Depository Participant	A depository participant as defined under the Depositories Act
EMA DD	EMA Decision Dynamics Private Limited
EMA Executive Search / EPESPL	EMA Partners Executive Search Private Limited
EMA Executive Search (Dubai) / EPESL	EMA Partners Executive Search Limited incorporated in the laws of the United Arab Emirates with Corporate Identification Number 2431.
EMA ESOS 2024	EMA Employee Stock Option Scheme 2024
EMA Partners International	EMA Partners International Limited
EPSPL	EMA Partners Singapore Pte. Limited incorporated in the laws of the Singapore with Corporate identification number 201020365N
Equity Share(s)	The equity shares of our Company of a face value of ₹ 5/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholder(s)	Persons/ entities holding the Equity Shares of our Company
Executive Director(s)	Executive Directors of our Company. For details, see section titled “ <i>Our Management</i> ” beginning on page 169.
Group Chief Financial Officer / Group CFO	Group Chief Financial Officer of our Company being “Mr. Manishkumar Anjanikumar Dhanuka”
Group Companies	Such companies with whom there are related party transactions, during the period for which financial information is disclosed, as covered under the applicable Accounting Standards, and also other companies as considered material by our Board as per its Materiality Policy and as disclosed under section titled ‘ <i>Our Group Companies</i> ’ beginning on page 196 of this Draft Red Herring Prospectus.
SEBI ICDR Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time
Independent Director	A non-executive and independent Director as defined under Section 2 (47) of the Companies Act, 2013 and as defined under Regulation 16(1)(b) the SEBI Listing Regulations, disclosed under section titled ‘ <i>Our Management</i> ’ beginning on page 169 of this Draft Red Herring Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time.
Internal Complaints Committee	The internal complaints committee of our Board, was re-constituted in accordance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 vide Board Resolution dated July 09, 2024 as disclosed under section titled ‘ <i>Our Management</i> ’ beginning on page 169 of this Draft Red Herring Prospectus.
IPO Committee	The IPO committee of our Board of Directors constituted <i>vide</i> resolution passed by the Board on September 04, 2024 as disclosed under section titled ‘ <i>Our Management</i> ’ beginning on page 169 of this Draft Red Herring Prospectus.
ISIN	International Securities Identification Number, in this case being “INE0ZOL01023”
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended, till date

JDPSL	James Douglas Professional Search Limited incorporated in the laws of the United Arab Emirates with Corporate Identification Number 5960.
JDPSIPL	James Douglas Professional Search India Private Limited
Key Management Personnel / KMP(s)	Key Management Personnel of our Company in terms of Section 2 (51) of the Companies Act, 2013 and Regulation 2 (1) (bb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Companies Act, 2013, as disclosed under section titled ' <i>Our Management</i> ' beginning on page 169 of this Draft Red Herring Prospectus.
LLP	Limited Liability Partnership as incorporated under the Limited Liability Partnership Act, 2008
Managing Director / MD	Managing Director of our Company, namely "Mr. Krishnan Sudarshan"
Materiality Policy	The policy on identification of Group Companies, material creditors and material litigation, adopted by our Board on September 04, 2024 in accordance with the requirements of the SEBI ICDR Regulations, as amended from time to time.
Memorandum of Association / Memorandum/ MoA	Memorandum of EMA Partners India Limited, as amended, from time to time
Recloud	Recloud Technologies Private Limited
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178(1) of the Companies Act, 2013 and rules made thereunder <i>vide</i> resolution passed by way of circulation by the Board on August 07, 2024 as disclosed under section titled ' <i>Our Management</i> ' beginning on page 169 of this Draft Red Herring Prospectus.
Non-Executive Director (s)	A Director not being an Executive Director
Our Registered Office / Registered Office	The registered office of our Company situated at 204, The Summit- Business Bay, Western Express Highway, Vile Parle (East), Mumbai - 400057, Maharashtra, India.
Peer Review Auditors	Unless the context otherwise provides, Independent Auditor having a valid peer review certificate no. 014344 in our case, being "M/s. A P Sanzgiri & Co" (Chartered Accountants) (Firm Registration No. 116293W), having their office at Block No. 22, Unit no. 174 Anand Nagar Lane, Behind Vakola Police Station, Santacruz (East), Mumbai- 400055, Maharashtra, India.
Promoter(s)	Promoter of our Company i.e. "Mr. Krishnan Sudarshan and Mr. Subramanian Krishnaprakash", as disclosed under section titled ' <i>Our Promoters and Promoter Group</i> ' beginning on page 192 of this Draft Red Herring Prospectus.
Promoter Group	Individuals, companies and entities constituting the promoter group of our Company, pursuant to Regulation 2 (1) (pp) of the SEBI ICDR Regulations, as disclosed under section titled ' <i>Our Promoters and Promoter Group</i> ' beginning on page 192 of this Draft Red Herring Prospectus.
Reserve Bank of India / RBI	Reserve Bank of India constituted under the Reserve Bank of India Act, 1934
Restated Consolidated Financial Statements / Restated Consolidated Financial Information	The Restated Consolidated Financial Information of our Company for the Financial Years ended on March 31, 2024, March 31, 2023, and March 31, 2022 (prepared in accordance with Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations) which comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023, and March 31, 2022, Restated Consolidated Statement of Profit and Loss for the year ended March 31, 2024, March 31, 2023, and March 31, 2022, and the Restated Cash Flow Statement for the year ended March 31, 2024, March 31, 2023, and March 31, 2022, together with the notes, significant accounting policies and notes to accounts thereto and the examination report thereon.
RoC / Registrar of Companies	Registrar of Companies, Mumbai situated at 100, Everest, Marine Drive, Mumbai-400002, Maharashtra, India.
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended, from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended, from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board constituted in accordance with Section 178(5) of the Companies Act, 2013 and rules made thereunder <i>vide</i> resolution passed by way of circulation by the Board on August 07, 2024, as disclosed under section titled ' <i>Our Management</i> ' beginning on page 169 of this Draft Red Herring Prospectus
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India

	Limited
Subsidiaries	The subsidiaries of our Company, as disclosed under section titled 'History and Certain Corporate Matters' beginning on page 155 of this Draft Red Herring Prospectus
Whole-time Director(s)	Whole-time Director of our Company, namely "Mr. Subramanian Krishnaprakash"

### Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or documents issued by the Designated Intermediary to an applicant as proof of registration of the Application.
Allotment/Allot/Allotted	Unless the context otherwise requires, means the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale, in each case to the successful Applicants.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares and Offer of Sale to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allottee (s)	A successful applicant to whom the Equity Shares are allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus who has Bid for an amount of at least ₹ 200 Lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers during the Anchor Investor Bid/ Offer Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price.  The Anchor Investor Offer Price will be decided by our Company, in consultation with the Book Running Lead Managers.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, 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 domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Applicant/ Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Red Herring Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorizing 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 the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID,

	which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Specified Location(s)	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI ( <a href="https://www.sebi.gov.in/">https://www.sebi.gov.in/</a> ) and updated from time to time.
ASBA Bidder	Any prospective investor(s) / Bidder (s) in this Offer who apply(ies) through the ASBA process except Anchor Investor.
ASBA Form/ Bid cum Application Form	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus, the Red Herring Prospectus or the Prospectus.
Bankers to the Offer / Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Offer and with whom the Public Offer Account will be opened, in this case being [●]
Banker to the Offer Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Offer.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful applicants under the offer and which is described in the section titled “Offer Procedure” beginning on page 301 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Offer Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Draft Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Offer.
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 Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Mumbai Edition of Regional newspaper [●] (Marathi Being the regional language of Maharashtra where our Registered Office of the Company is situated), each with wide circulation, and in case of any revision, the extended Bid/ Offer Closing Date also to be notified on the website and terminals of the Syndicate, SCSB’s and Sponsor Bank, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Mumbai Edition of Regional newspaper [●] (Marathi Being the regional language of Maharashtra where our Registered Office of the Company is situated), each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Period	<p>Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date or the QIB Bid/ Offer Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Offer Period shall be kept open for a minimum of three Working Days and maximum of ten Working days for all categories of Bidders.</p> <p>The bid/offer period will comprise of Working Days only. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the bid/offer period for a minimum of one Working Day, and in cases of revision in price band, our Company may, for reasons to be recorded in writing, extend the bid/offer period for a minimum of three Working Days, subject to the entire bid/offer period not exceeding ten Working Days.</p>
Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor.
Bidding	The process of making a Bid.
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.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Offer in this case being “Indorient Financial Services Limited”, SEBI Registered Category I Merchant Banker.
Broker Centers	Broker centres notified by the Stock Exchanges, where the investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the price band above which the Offer Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, ASBA Specified Locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Consolidation of Equity Shares	Pursuant to a resolution of our Board dated July 09, 2024 and Shareholders’ resolution dated July 10, 2024, equity shares of face value of ₹ 1/- each of our Company were consolidated into equity shares of face value of ₹ 5/- each. Consequently, the issued and subscribed share capital of our Company comprising 4,22,850 equity shares of face value of ₹ 1/- each was consolidated into 84,570 equity shares of face value of ₹ 5/- each.
Cut Off Price	The Offer Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicant’s father/husband, investor status, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Offer Account and/ or unblocked in terms of the Draft Red Herring Prospectus.
Designated Intermediaries	An SCSB’s with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to the offer and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker / Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case, “Alacrity Securities Limited” having its registered office at 101-102/B, Hari Darshan, Bhogilal Fadia Road, Kandivali West, Mumbai – 400067, Maharashtra, India.
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Stock Exchange	National Stock Exchange of India Limited (“NSE Emerge”)
DP ID	Depository’s Participant’s Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996.

Draft Red Herring Prospectus	Draft Red Herring Prospectus dated September 16, 2024 filed with NSE EmERGE.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value of ₹ 5/- each.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
FII	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
FVCI / Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the Offer Document. Provided that any Offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	<p>The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular CIR/CFD/POLICYCELL/11/2015) dated March 17, 2020 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and the UPI circular as amended from time to time.</p> <p>The General Information Document shall be available on the websites of the Stock Exchange and the BRLM.</p>
Individual Selling Shareholder	Mr. Shekhar Ganapathy
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	[●]
Mandate Request	Mandate Request means a request initiated on the Retail Individual Investor by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Making Agreement	The Market Making Agreement dated September 06, 2024 between our Company, Book Running Lead Manager and Market Maker, Alacrity Securities Limited
Market Maker Reservation Portion	The reserved portion of up to 3,13,200 Equity Shares of ₹ 5/- each at an Offer price of ₹ [●] each is aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Offer.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
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 Offer	The Offer (excluding the Market Maker Reservation Portion) of [●] equity Shares of ₹ 5/- each at a price of ₹ [●] per Equity Share (the “Offer Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] lakhs.																		
Net Proceeds	The Offer Proceeds received from the Offer excluding Offer related expenses. For further information on the use of Offer Proceeds and Offer expenses, please refer to the section titled “ <i>Objects of the Offer</i> ” beginning on page 96 of this Draft Red Herring Prospectus.																		
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.																		
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.																		
Non-Institutional Investors /NIIs/ Non-Institutional Bidders/NIBs	Bidders that are not QIBs or RIIs and who have Bid for Equity Shares for an amount more than ₹ 2 Lakhs. (but not including NRIs other than Eligible NRIs).																		
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares, which shall be available for allocation on a proportionate basis to Non Institutional Investors, subject to valid Bids being received at or above the Offer Price.																		
Offer/Public Offer/ Offer Size / Initial Public Offer/ IPO	<table border="1"> <tr> <td colspan="2"><b>Initial Public Offer</b></td> <td>Up to 62,50,800 Equity Shares aggregating up to ₹ [●] Lakhs</td> </tr> <tr> <td colspan="2"><b>A. Fresh Issue</b></td> <td>Up to 54,38,400 Equity Shares of the face value of ₹ 5/- each aggregating up to ₹ [●] Lakhs</td> </tr> <tr> <td colspan="3"><b>B. Offer for Sale by Selling Shareholders</b></td> </tr> <tr> <td>Mr. Krishnan Sudarshan</td> <td>Promoter Selling Shareholder</td> <td>Up to 6,39,711 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] Lakhs.</td> </tr> <tr> <td>Mr. Subramanian Krishnaprakash</td> <td>Promoter Selling Shareholder</td> <td>Up to 97,313 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] lakhs.</td> </tr> <tr> <td>Mr. Shekhar Ganapathy</td> <td>Individual Selling Shareholder</td> <td>Up to 75,376 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] lakhs.</td> </tr> </table>	<b>Initial Public Offer</b>		Up to 62,50,800 Equity Shares aggregating up to ₹ [●] Lakhs	<b>A. Fresh Issue</b>		Up to 54,38,400 Equity Shares of the face value of ₹ 5/- each aggregating up to ₹ [●] Lakhs	<b>B. Offer for Sale by Selling Shareholders</b>			Mr. Krishnan Sudarshan	Promoter Selling Shareholder	Up to 6,39,711 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] Lakhs.	Mr. Subramanian Krishnaprakash	Promoter Selling Shareholder	Up to 97,313 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] lakhs.	Mr. Shekhar Ganapathy	Individual Selling Shareholder	Up to 75,376 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] lakhs.
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For further details, please refer to the section titled “ <i>The Offer</i> ” beginning on page 62 of this Draft Red Herring Prospectus.																			
Offer Agreement	The Offer Agreement dated September 06, 2024, between our Company, Selling Shareholders and Book Running Lead Manager, Indorient Financial Services Limited.																		
Offer Closing Date	The date after which the Book Running Lead Manager, Branches of SCSBs and Registered Brokers will not accept any Application for this Offer, which shall be notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI ICDR Regulations. In this case being [●]																		
Offer for Sale	The offer for sale of up to 8,12,400 Offered Shares aggregating up to ₹ [●] Lakhs by the Selling Shareholders, in the Offer. For further details, please refer to the section titled “ <i>The Offer</i> ” beginning on page 62 of this Draft Red Herring Prospectus.																		
Offer Opening Date	The date on which the Book Running Lead Manager, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Offer, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI ICDR Regulations. In this case being [●]																		
Offer Period	The period between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.																		
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders which will be decided by our Company, in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, which will be decided by our Company, in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus.																		
Offer Proceeds	Proceeds to be raised by our Company through this Offer, for further details please refer section titled “ <i>Objects of the Offer</i> ” beginning on page 96 of this Draft Red Herring Prospectus.																		
Offered Shares	Up to 8,12,400 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] Lakhs																		

	being offered for sale by the Selling Shareholders in the Offer.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 ("OCB Regulations") and which was in existence on the date of the commencement of these OCB Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Offer Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Offer Price.
Promoter Selling Shareholders	Mr. Krishnan Sudarshan and Mr. Subramanian Krishnaprakash
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013, containing, inter alia, the Offer Price will be determined before filing the Prospectus with RoC.
Public Offer Account	Account to be opened with the Bankers to the Offer to receive monies from the SCsBs from the bank account of the Applicant, on the Designated Date.
Public Offer Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom Public Offer Account has been opened, in this case being [●]
QIB Category/ QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer, consisting of [●] Equity Shares aggregating to ₹ [●] Lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).
Qualified Institutional Buyers/QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Offer, including any addenda or corrigenda thereto.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account will be opened, in this case being [●].
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids.
Registrar/ Registrar to the Offer / RTA	Registrar to the Offer being "Bigshare Services Private Limited".
Registrar to the Offer Agreement	The agreement dated September 06, 2024 entered into 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.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their applications or any previous Revision Form(s).
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2 Lakhs in any of the bidding options in the Net Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer, consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders.
Registrar and Share Transfer	Registrar and share transfer agents registered with SEBI and eligible to procure



Agents or RTAs	Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 DATED November 10, 2015 issued by SEBI.
SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to the Offer registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
Selling Shareholders	Collectively, the Promoter Selling Shareholders and the Individual Selling Shareholder.
Senior Management	The senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in section titled “ <i>Our Management – Key Managerial Personnel and Senior Management – Senior Management Personnel</i> ” on page 169
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	The agreement to be entered into between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
SME Exchange	SME Platform of the NSE i.e. NSE Emerge.
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Offer registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
SSA	Share subscription agreement dated August 29, 2024 executed by and amongst our Company and Negen Undiscovered Value Fund, a SEBI registered Category III Alternate Investment Fund.
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Offer.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Offer.
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
US Fed	The Federal Reserve System is the central bank of the United States
Underwriter	Indorient Financial Services Limited
Underwriting Agreement	The Agreement dated September 06, 2024 entered between the Underwriter and our Company.

UPI	UPI is an instant payment system developed by the NPCI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account.
UPI Bidders	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 5 Lakhs in the Non-Institutional Portion, and Bidding under the UPI Mechanism.  Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 5 Lakhs shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI RTA Master Circular (to the extent it pertains to UPI)and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference number 25/2022 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchange in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application, by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorize blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s) or Fraudulent Borrower	Wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Bid/Offer period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

## Technical and Industry Related Terms

Term	Description
ABRY	The Aatmanirbhar Bharat Rojgar Yojana
AI	Artificial Intelligence
ATS	Applicant Tracking System
BFSI	Banking and Financial Services
Bn	Billion
CAGR	Compound Annual Growth Rate
CAT	Common Admission Test
CCI	Competition Commission of India
CEO	Chief Executive Officer
CIO	Chief Information Officer
COO	Chief Operating Officer
CPI	Consumer Price Index
CRM	Candidate Relationship Management
CTO	Chief Technical Officer
CXO	Chief Experience Officer
DEIB	Diversity, Equity, Inclusion, & Belonging
EMEA	Europe, the Middle East and Africa
ECLGS	Emergency Credit Linked Guarantee Scheme
EPFO	Employee Provident Fund Organisation
EU	European Union
FDI	Foreign Direct Investment
FMCG	Fast-moving consumer goods
FY	Financial Year
GCCs	Global Capability Centers
GDP	Gross Domestic Product
GDPR	General Data Protection Regulation
GNI	Gross National Income
GST	Goods and Services Tax
GVA	The Gross Value Added
HR	Human Resource
IBC	Insolvency and Bankruptcy Code
ILO	International Labour Organization
IMF	International Monetary Fund
INR	Indian Rupee
IoT	Internet of Things
IT	Information Technology
ITES	Information Technology Enabled Services
LFPR	Labor Participation Rate
LPG	Liquified Petroleum Gas
MBA	Master of Business Administration
MNCs	Multi-National Companies
MoSPI	Ministry of Statistics and Programme Implementation
MPC	Monetary Policy Committee
RBI	Reserve Bank of India
RegTech	Risk Management and Regulatory Technology
REPO	Repurchasing Option
RPO	Recruitment Process Outsourcing
TAM	Target Addressable Market
UR	Unemployment Rate
US	United States
USD	United States Dollars
WPR	Worker Population Ratio

## Conventional Terms and General Terms

Term	Description
AIF(s)	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
Banking Regulation Act	Banking Regulation Act, 1949
CA	Chartered Accountant
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the AIF Regulations
Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the AIF Regulations
Category II FPIs	FPIs who are registered as “Category II Foreign Portfolio Investors” under the FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the AIF Regulations
CGST	Central GST
CGST Act	Central Goods and Services Tax Act, 2017
Competition Act	Competition Act, 2002
Consolidated FDI Policy	Consolidation FDI Policy Circular of 2020 dated October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CST Act	Central Sales Tax Act, 1956
DP ID	Depository Participant’s identity number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), GoI
EPF	Employee Provident Fund
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Non-Debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, GoI
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FII(s)	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India
FII Regulations	SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fiscal Year/ Financial Year / F.Y.	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FPIs	Foreign portfolio investor registered with SEBI pursuant to the SEBI FPI Regulations
Gazette	Gazette of India
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFSC Code	Indian Financial System Code
IGST	Integrated Goods and Services Tax
IGST Act	Integrated Goods and Services Tax Act, 2017
India	Republic of India
IND AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
IND AS Rules	Indian Accounting Standards, Rules 2015
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
ISO	International Organization for Standardization
IST	Indian Standard Time
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992

Merchant Banker Regulations	SEBI (Merchant Bankers) Regulations, 1992
Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NOC	No objection certificate
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
RBI Act	Reserve Bank of India Act, 1934
R&D	Research and Development
RTA Regulations	Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993
SCRA	Securities Contract (Regulation) Act, 1956, as amended, from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended, from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI SBEBSE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
State Government	The government of a state in India
SGST	State Goods and Services Tax
SGST Act	State Goods and Services Tax Act, 2017
SS	Secretarial Standards as issued by Institute of Company Secretaries of India
Sub-account	Sub-accounts registered with SEBI under the FII Regulations other than sub-accounts which are foreign corporate or foreign individuals
TAN	Tax deduction and collection account number
TDS	Tax Deducted at Source
UGST	Union Territory Goods and Services Tax
UGST Act	Union Territory Goods and Services Tax Act, 2017
VCFs	Venture Capital Funds as defined in and registered with SEBI under the VCF Regulations

### Abbreviations

Terms	Descriptions
₹ or Rupees or Rs. or INR	Rupees, the official currency of the Republic of India
A/c	Account
AGM	Annual General Meeting
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment year
CARO	Companies (Auditor's Report) Order, 2020
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
Cr PC	Criminal Procedure Code, 1973, as amended
CSR	Corporate Social Responsibility
C.Y.	Calendar Year
DDT	Dividend Distribution Tax
DIN	Director Identification Number
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting of the Shareholders of the Company
EPF Act	Employees Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
GAAR	General Anti Avoidance Rules
GBP	Great Britain Pound
GoI/Government	Government of India
GST	Goods & Service Tax
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards
IT Rules	The Income Tax Rules, 1962, as amended
ISACA	Information Systems Audit and Control Association
MoU	Memorandum of Understanding
N.A.	Not Applicable
NACH	National Automated Clearing House

NAV/ Net Asset Value	Net asset value being paid up Equity Share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares
NECS	National Electronic Clearing Services
No.	Number
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
PBT	Profit Before Tax
P/E	Price per Earnings
Pvt.	Private.
RoNW	Return on Net Worth.
SCN	Show Cause Notice.
STT	Securities Transaction Tax
US/United States	United States.
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
w.e.f.	With effect from
YoY	Year on Year.

### Key Performance Indicators

Terms	Description
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation
PAT	Profit after Tax gives the overall profitability of business.
ROE	Return on Equity

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

Notwithstanding the foregoing, the terms defined –

- a) In the section titled '*Risk Factors*' beginning on page 36 of this Draft Red Herring Prospectus, shall have the meaning given to such terms in that section;
- b) In the section titled '*Statement of Possible Tax Benefits*' beginning on page 119 of this Draft Red Herring Prospectus, shall have the meaning given to such terms in that section;
- c) In the section titled '*Our Industry*' beginning on page 123 of this Draft Red Herring Prospectus, shall have the meaning given to such terms in that section;
- d) In the section titled '*Key Industry Regulations and Policies*' beginning on page 148 of this Draft Red Herring Prospectus, shall have the meaning given to such terms in that section;
- e) In the section titled '*Financial Information*' beginning on page 200 of this Draft Red Herring Prospectus, shall have the meaning given to such terms in that section;
- f) In the section titled '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' beginning on page 252 of this Draft Red Herring Prospectus, shall have the meaning given to such terms in that section; and
- g) In the section titled '*Outstanding Litigations and Material Developments*' beginning on page 263 of this Draft Red Herring Prospectus, shall have the meaning given to such terms in that section;
- h) In the section titled '*Main Provisions of the Articles of Association*' beginning on page 335 of this Draft Red Herring Prospectus, shall have the meaning given to such terms in that section;

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

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “EMA Partners India Limited” and “EPIL”, unless the context otherwise indicates or implies, refers to EMA Partners India Limited.

### **CERTAIN CONVENTIONS**

All references in this Draft Red Herring Prospectus to “India” are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the ‘State Government’ are to the Government of India, central or state, as applicable. All references in this Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America. All references in this Draft Red Herring Prospectus to “Singapore” are to the Republic of Singapore. All references in this Draft Red Herring Prospectus to the ‘UAE’ or ‘Dubai’ are to the United Arab Emirates.

### **FINANCIAL DATA**

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the Restated Consolidated Financial Information of our Company, prepared in accordance with the applicable provisions of the Companies Act, 2013 Indian GAAP and restated in accordance with SEBI ICDR Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled ‘*Financial Information*’ beginning on page 200 of this Draft Red Herring Prospectus. Our Restated Consolidated Financial Information are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, 2013, and have been restated in accordance with the SEBI ICDR Regulations and Guidance Note on “Reports in Company Prospectus (Revised 2019)” issued by ICAI as amended from time to time.

Our Financial Year commences on April 1<sup>st</sup> of each year and ends on March 31<sup>st</sup> of the following year, so all references to a particular Financial Year are to the 12 months period ended March 31<sup>st</sup> of that year. In this Draft Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off. Further, figure represented in the BRACKET “( )” or with the sign “ – ” indicates NEGATIVE data in this Draft Red Herring Prospectus in relation to our Company and industry. There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the Restated Consolidated 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 practices/ Indian GAAP, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

All figures in decimals (including percentages) have been rounded off up to second decimals and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded-off to such number of decimal points as provided in such respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Any percentage amounts, as set forth in the sections titled ‘*Risk Factors*’, ‘*Our Business*’ and ‘*Management’s Discussion and Analysis of Financial Condition and Results of Operations*’ beginning on page 36, 134 and 252 of this Draft Red Herring Prospectus, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our consolidated audited financial statements prepared in accordance with Indian GAAP and the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations.

### **CURRENCY AND UNITS OF PRESENTATION**

All references to “Rupee(s)”, “Rs.” or “₹” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “U.S. Dollar(s)” or “USD” or “US Dollar” are to United States Dollars, the official currency of the United States of America. All references in this Draft Red Herring Prospectus to “Sing \$” or “SGD” are to the Singaporean Dollar, the official currency of the Republic of Singapore. All references to “AED” are to United Arab Emirates Dirham, the official currency of the United Arab Emirates.

All references to the word “Lakh/ Lakhs or Lac” means “One Hundreds”, the word “Crore/Crores” means “Hundred Lakhs”, the word “Million (million) or Mn” means “Ten Lakhs”, the word “Crores” means “Ten Million” and the word “Billion (bn)” means “One Hundred Crores”.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “Lakhs” units. One lakh represents 1,00,000. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All figures in decimals have been rounded off to the two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third party industry sources may be expressed in denominations other than Lakhs or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

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 36, 134 and 252, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Financial Information.

## Exchange Rates

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

The table below sets forth, for the dates indicated, information with respect to the exchange rate between the Rupee and the respective foreign currencies.

Currency	Exchange Rate as on		
	March 31, 2024 <sup>#</sup>	March 31, 2023	March 31, 2022
	<i>(in ₹)</i>		
1 USD <sup>(1)</sup>	83.37	82.22	75.81
1 AED <sup>(2)</sup>	22.70	22.36	20.67
1 SGD <sup>(2)</sup>	61.78	61.76	56.06

<sup>(1)</sup> Source: [www.fbil.org.in](http://www.fbil.org.in);

<sup>(2)</sup> Source: <https://www.xe.com/currencytables/>

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

## TIME

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time.

## INDUSTRY AND MARKET DATA

Unless stated otherwise, industry related information and market data contained in this Draft Red Herring Prospectus, including in “*Risk Factors*”, “*Our Industry*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 36, 123, 134 and 252, respectively, have been obtained or derived from the report titled “*Indian Staffing & Recruitment Market Outlook to 2029 - Driven by Technology & Demand for Skilled Workforce*” dated August 2024 that has been prepared by Ken Research Private Limited (“Ken Research” and the report prepared by Ken Research be referred to as “Ken Research Report”) which has been prepared exclusively for the purpose of understanding the industry in connection with the Offer and commissioned by our Company. Ken Research does not have direct/ indirect interest or relationship with our Company, Promoters, Directors, KMPs or SMPs of our Company except to the extent of issuing the Ken Research Report. For risks in relation to the Ken Research Report, see “*Risk Factor – We have commissioned an industry report for the disclosures made in the chapter titled “Our Industry” and made disclosures on the basis of the data provided in the same and such data has not been independently verified by us.*” on page 53. The Ken Research Report is available on the website of our Company at [www.emapartners.in](http://www.emapartners.in), from the date of this Draft Red Herring Prospectus until the Bid/ Offer Closing Date.



In accordance with the SEBI ICDR Regulations the section titled “*Basis for Offer Price*” on page 111 of this Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

No part of this manual or any material appearing may be reproduced, stored in or transmitted on any other Web site without written permission of Ken Research and any payments of a specified fee. Requests to republish any material may be sent to us.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India including United States, 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.

## FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, plans and prospects are “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “likely to”, “seek to”, “shall”, “objective”, “plan”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to corresponding risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward looking statement, including but not limited to, regulatory changes pertaining to the industries we serve 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, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- a) *The ongoing success and reputation of EMA Partners, as well as the continued validity of the EMA Partners International Membership Agreement, are crucial for maintaining our business operations under the name “EMA Partners”.*
- b) *One of the objects of our offer is to expand and grow the business via inorganic strategies. If we are unable to identify expansion opportunities or experience delays in implementing our strategy of expanding our scale through acquisitions, our growth, business, financial condition, results of operations and prospects may be adversely affected*
- c) *A significant portion of our business is attributable to certain large clients. Any deterioration of their financial condition or prospects may have an adverse impact on our business. Further, if we fail to expand the size of our business with our existing clients or expand to new clients, or if we lose our large clients, our business, revenue, profitability and growth will be adversely affected.*
- d) *We have invested in Reccloud Technologies Private Limited (which has a platform based recruitment market place named “MyRCloud”) through EMA Partners Executive Search Private Limited, our wholly owned subsidiary and a part of objects of this offer is being deployed towards the ongoing development of the platform. If we're unable to scale this solution or if the system becomes obsolete, we may not be able to recover our investment.*
- e) *Our business is currently concentrated in India and certain foreign markets such as the United Arab Emirates and Singapore. Expansion into new geographies will cause us to incur significant costs, forex exposure and face regulatory, personnel and cultural challenges which may adversely affect our operational expenses.*
- f) *Failure to attract and retain qualified and experienced employees could result in a loss of clients which in turn could cause a decline in our revenue and future growth.*
- g) *One of our objects to the offer is to undertake expenditure to invest in our subsidiaries to augment its resources, technology and other related cost for future growth*
- h) *We face significant competition from domestic and global firms. The domestic market is fragmented with small boutique firms offering recruitment services. Competition in our industry could result in loss of market share, reduced demand for our services, and /or require us to charge lower prices for our services, which could adversely affect our operating result and future growth.*
- i) *Client contracts are generally of a short duration and contain termination provisions. Certain of our client contracts can be terminated by our clients with limited or no notice or penalty, which could have an adverse impact on our business.*

Certain information in sections titled “Our Industry”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 123, 134 and 252, respectively, of this Draft Red Herring Prospectus have been obtained from the *Indian Staffing & Recruitment Market Outlook to 2029 - Driven by Technology & Demand for Skilled Workforce* Report prepared by Ken Research Private Limited, which has been commissioned by our Company.

For further discussion of factors that could cause the actual results to differ from the expectations, please refer the ‘Risk Factors’, ‘Our Business’ and ‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’ beginning on page 36, 134 and 252 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of our future performance. There can be no assurance to investors that the expectations reflected in these forward-

looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward looking statements based on these assumptions could be incorrect. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Neither our Company, our Promoters, our Directors, the Book Running Lead Manager nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the requirements of SEBI, our Company (in respect of statements/ disclosures made by them in this Draft Red Herring Prospectus) shall ensure that investors in India are informed of material developments from the date of the Draft Red Herring Prospectus until the date of Allotment. The Selling Shareholders will ensure that investors in India are informed of material developments in relation to the statements relating to and undertakings confirmed or undertaken by the Selling Shareholders and its portion of the Offered Shares in this Draft Red Herring Prospectus, from the date thereof, until the receipt of final listing and trading approvals from the Stock Exchange.

## SECTION II: SUMMARY OF THE DRAFT RED HERRING PROSPECTUS

*This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus, Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Our Industry”, “Our Business”, “Outstanding Litigations and Material Developments”, “Offer Procedure”, and “Main Provisions Of Articles Of Association” beginning on pages 36, 62, 81, 96, 123, 134, 263, 301 and 335 respectively of this Draft Red Herring Prospectus.*

### A. OVERVIEW OF INDUSTRY

The recruitment and staffing industry posted revenues of ₹ 9,890 Cr in FY 2018-19, which has reached ₹ 12,430 Cr in FY 2023-24, at a CAGR of 5.9%.

88% of professionals aged 18-24 are contemplating a career change, compared to 64% of those aged 45-54 in next 1 year. Young Professionals are considering to switch jobs this year for higher wage and work-life balance and flexibility.

The Indian Staffing & Recruitment Industry in India is expected to grow at a CAGR of 4.9% from FY 2023-24 to FY 2028-29. The market is expected to reach ₹ 15,770 Cr by FY 2028-29.

*For further details please refer the section titled ‘Our Industry’ beginning on page 123 of this Draft Red Herring Prospectus.*

### B. OVERVIEW OF BUSINESS

EMA Partners India Limited is a leading executive search firm delivering bespoke leadership hiring solutions to a wide range of clients across diverse sectors. The Company has recruited several business and functional leaders for domestic and international clients.

The Company entered into a membership agreement on September 25, 2003 and became a member firm of “EMA Partners International Limited” domiciled in London.

Over the past 2 decades, the Company has serviced a wide range of clients across Industries and business functions. The Company along with its subsidiaries cover the entire spectrum of white collar hiring right from entry level opportunities to senior leadership.

*For further details please refer the section titled ‘Our Business’ beginning on page 134 of this Draft Red Herring Prospectus.*

### C. OUR PROMOTERS

As on date of this Draft Red Herring Prospectus, our Promoters are Mr. Krishnan Sudarshan and Mr. Subramanian Krishnaprakash.

*For further details please refer the section titled ‘Our Promoters and Promoter Group’ beginning on page 192 of this Draft Red Herring Prospectus.*

### D. DETAILS OF THE OFFER

Offer of Equity Shares <sup>1</sup>	Up to 62,50,800 Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs
<b>comprising:</b>	
Fresh Issue	Up to 54,38,400 Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs
Offer for Sale <sup>2</sup>	Up to 8,12,400 Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs by the Selling Shareholders
<b>which includes :</b>	
Market Maker Reservation Portion	Up to 3,13,200 Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs
Net Offer	Up to [●] Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs

**Notes:**

- (1) The Offer has been authorized by a resolution of our Board dated September 04, 2024 and by our Shareholders pursuant to a special resolution passed on September 04, 2024.
- (2) Our Board has taken on record the consents for Offer for Sale of the Selling Shareholders pursuant to its resolution passed in its meeting held on September 05, 2024. The Selling Shareholders have confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations. The Selling Shareholders have authorized the inclusion of the Offered Shares in the Offer for Sale. For details of authorizations received for the Offer for Sale, see section titled "Other Regulatory and Statutory Disclosures" beginning on page 274

The Offer and Net Offer shall constitute [●] % and [●] % of the post-Offer paid-up Equity Share capital of our Company, respectively.

For further details, please see section titled "The Offer" and "Capital Structure" on page 62 and 81 respectively.

**E. OBJECT OF THE OFFER**

Our Company intends to utilize the Net Proceeds of the Offer (Offer Proceeds less the offer expenses) towards the following objects:

(in ₹ Lakhs)

S. No.	Particulars	Estimated Amount <sup>(1)</sup>		
		Company	Subsidiaries	Total
1.	Augmenting Leadership Team for (a) the Company and (b) its subsidiaries	297.86	2,016.52	2,314.38
2.	Capital expenditure towards upgrading the existing IT infrastructure for (a) the Company and (b) its subsidiaries	115.32	529.32	644.64
3.	Repayment and/or pre-payment, in full, of the borrowing availed by our Company with respect to purchase of office premises	545.94	-	545.94
4.	General Corporate Purposes and unidentified inorganic acquisitions <sup>(2)</sup>	[●]	[●]	[●]
	<b>Total (Net Proceeds)</b>	[●]	[●]	[●]

(1) To be finalized on determination of the Offer Price and updated in the Prospectus prior to filing with the ROC.

(2) The amount to be utilised for general corporate purposes and unidentified inorganic acquisition shall not exceed 35% of the Gross Proceeds. The amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

For further details, see section titled "Objects of the Offer" on page 96

**F. PRE-OFFER SHAREHOLDING OF OUR PROMOTERS, PROMOTER GROUP AND INDIVIDUAL SELLING SHAREHOLDER**

The aggregate pre-offer shareholding of our Promoters, Promoter Group and the Individual Selling Shareholder 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(s)	Pre-Offer		Post-Offer	
		Number of Equity Shares of face value of ₹ 5/- each	% of the pre-offer paid-up Equity Share Capital	Number of Equity Shares of face value of ₹ 5/- each	% of the Post-Offer paid-up Equity Share Capital
<b>(A) Promoters #</b>					
1.	Mr. Krishnan Sudarshan	1,30,84,698	73.05	[●]	[●]
2.	Mr. Subramanian Krishnaprakash	20,24,070	11.30	[●]	[●]
	<b>Total (A)</b>	<b>1,51,08,768</b>	<b>84.35</b>	[●]	[●]
<b>(B) Promoter Group</b>					
1.	Mrs Sangeetha Sudarshan	2,21,100	1.23	[●]	[●]
2.	Mr. S Viswanathan	1,00,500	0.56	[●]	[●]
	<b>Total (B)</b>	<b>3,21,600</b>	<b>1.80</b>	[●]	[●]

<b>(C) Individual Selling Shareholder</b>					
1.	Mr. Shekhar Ganapathy	15,67,800	8.75	[•]	[•]
<b>Total (C)</b>		<b>15,67,800</b>	<b>8.75</b>	[•]	[•]
<b>Total (A) + (B)+ (C)</b>		<b>1,69,98,168</b>	<b>94.90</b>	[•]	[•]

# Also, the Promoter Selling Shareholders

For further details, see section titled “Capital Structure” on page 81

## G. SUMMARY OF FINANCIAL INFORMATION

Based on Restated Consolidated Financial Information :

(₹ in Lakhs)

Particulars	For the year ended March 31		
	2024	2023	2022
Share Capital	4.23	4.23	5.00
Net Worth <sup>(1)</sup>	5,373.96	3,945.54	3,888.47
Revenue from Operation	6,729.62	5,014.28	5,695.68
Total Income	6,883.45	5,106.16	5,786.52
Profit After Tax	<b>1,427.30</b>	<b>307.07</b>	<b>1,127.06</b>
<b>Earnings per share (basic and diluted) (Face Value of ₹ 5/- each) (in ₹)<sup>(2)</sup></b>			
(i) Basic	8.40	1.81	6.62
(ii) Diluted	8.40	1.81	6.62
Net asset value (NAV) per Equity Share (in ₹) <sup>(3)</sup>	31.61	23.21	22.85
Total borrowings <sup>(4)</sup>	758.02	55.97	389.55

1) Net Worth = Share Capital + Balance in Profit and loss account + Securities Premium Account

2) Basic & Diluted earnings per share (Rs) -Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

3) Net assets value per share – Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year.

4) Total Borrowing – aggregate value of Long term borrowing and short-term borrowings

For further details, see “Restated Consolidated Financial Information” on page 200.

## H. AUDITOR QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Auditor report of Restated Consolidated Financial Information of our Company, for the Financial Year ended on March 31 2024, 2023 and 2022 does not contain any qualification which have not been given effect to in Restated Consolidated Financial Information.

## I. SUMMARY OF OUTSTANDING LITIGATIONS

Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no outstanding litigations against /filed by our Company, Directors, Promoters, Subsidiaries, Group Company:

Nature of Proceedings	Criminal Proceedings	Tax Claims / Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigation	Amount involved (₹. in Lakhs) <sup>(1) &amp; (2)</sup>
<b>Company</b>						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	Nil	Nil	1 <sup>(3)</sup>	76.00
<b>Directors (other than Promoter)</b>						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil

Against our Directors	1 <sup>(4)</sup>	5	Nil	Nil	1 <sup>(3)</sup>	49.75 <sup>(5)</sup>
<b>Promoter</b>						
By our Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoter	Nil	Nil	Nil	Nil	1 <sup>(3)</sup>	Nil
<b>Subsidiaries</b>						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil

**Note:**

- (1) *To the extent quantifiable.*
- (2) *Excludes any interest/penalty in relation to the proceedings*
- (3) *Pursuant to directorship in the Company, Mr. Krishnan Sudarshan, Mr. Subramanian Krishnaprakash and Mr. Shekhar Ganapathy along with the Company are also named as party in the suit. As on date of date of Draft Red Herring Prospectus, there is no liability arising on the said Promoters and/or Director(s) on account of the suit. The said liability pertaining to the suit is covered under the 'Against our Company' heading of the above table.*
- (4) *Amount involved is not ascertainable.*
- (5) *Excludes interest of ₹ 3.82 lakhs and penalty involved.*

As on the date of this Draft Red Herring Prospectus there are no pending litigations involving our Group Company which will have a material impact on our Company.

For further details in relation to legal proceedings involving our Company, Promoters and Directors, please refer section titled 'Outstanding Litigations and Material Developments' on beginning page 263 of this Draft Red Herring Prospectus.

## **J. RISK FACTORS**

Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. Details of our top 10 risk factors are set forth below.

1. *The ongoing success and reputation of EMA Partners, as well as the continued validity of the EMA Partners International Membership Agreement, are crucial for maintaining our business operations under the name "EMA Partners".*
2. *A significant portion of our business is attributable to certain large clients. Any deterioration of their financial condition or prospects may have an adverse impact on our business. Further, if we fail to expand the size of our business with our existing clients or expand to new clients, or if we lose our large clients, our business, revenue, profitability and growth will be adversely affected*
3. *If we are unable to protect our intellectual property, or if we face allegations of infringing others' intellectual property, our business, our reputation, results of operations, cash flows and financial condition could be adversely affected.*
4. *Through EMA Partners Executive Search Private Limited, our wholly owned subsidiary we have invested in Recloud Technologies Private Limited which has developed the "MyRCloud" technology platform. If we're unable to scale this solution or if the system becomes obsolete, we may not be able to recover our investment.*
5. *We are limited in our ability to recruit candidates from certain of our clients due to off-limit agreements with those clients and for client relations and marketing purposes. Such limitations could impact our business and revenues.*
6. *Failure to attract and retain qualified and experienced employees could result in a loss of clients which in turn could cause a decline in our revenue and future growth.*
7. *We face significant competition from domestic and global firms. The domestic market is fragmented with small boutique firms offering recruitment services. Competition in our industry could result in loss of market share, reduced demand for our services, and /or require us to lower fees for our services, which could adversely affect our operating result and future growth.*

8. We are subject to potential legal liability from clients, employees, candidates for employment, shareholders and other stakeholders.
9. We are dependent on our Promoters, Directors and our Key Managerial Personnel for the execution of our business strategy. Failure to retain our executive officers and key personnel or integrate new members of our senior management who are critical to our business may prevent us from successfully managing our business and limit our growth
10. Acquisitions or our inability to effect acquisitions may have an adverse effect on our business

For further details, please refer the section titled ‘Risk Factors’ beginning on page 36 of this Draft Red Herring Prospectus.

## K. SUMMARY OF CONTINGENT LIABILITIES

The following is a summary table of our contingent liabilities as on March 31, 2024, March 31, 2023 and March 31, 2022 as indicated in our Restated Consolidated Financial Information:

(₹ in lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Civil Litigation against our Company	76.00	Nil	Nil
<b>Total</b>	<b>76.00</b>	<b>Nil</b>	<b>Nil</b>

For further details, please refer to Note 25 – “contingent liabilities” of the section titled “Financial Information” of the” on page 200 of this Draft Red Herring Prospectus.

## L. SUMMARY OF RELATED PARTY TRANSACTIONS

The summary detail of the related party transactions entered by our Company as per the Restated Consolidated Financial Information for the Financial Year ended on March 31, 2024, 2023, and 2022.

### List of Related parties

**Names of the related parties with whom transactions were carried out during the years and description of relationship:**

Subsidiaries	Emagine People Technologies Private Limited
	James Douglas Professional Search India Private Limited
	EMA Partners Singapore Pte. Limited
	EMA Partners Executive Search Limited
	EMA Decision Dynamics Private Limited
	EMA Partners Executive Search Private Limited
	RecCloud Technologies Private Limited (Step-down Subsidiary)
	James Douglas Professional Search Limited (Step-down Subsidiary)
Key managerial personnel	Mr. Krishnan Sudarshan
	Mr. Subramanian Krishnaprakash
	Mr. Ravi Swamy
Other related parties	Selectema Consulting Private Limited
	Twin Star Search Partners
	Mr. Krishnan Subbaraman



The following transactions were carried out with the related parties in the ordinary course of business

(₹ in Lakhs)

Sr. No.	Nature of Transactions	Name of related party	As at and for the year ended March 31, 2024	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
1.	Remuneration	Krishnan Sudarshan	177.64	396.76	417.81
		Subramanian Krishnaprakash	24.00	74.00	71.00
		Ravi Swamy	41.28	-	-
		A Ramachandran	101.82	101.81	255.93
		Shekhar Ganapathy	18.00	18.00	-
	Repayment of loan taken	Krishnan Sudarshan	-	-	30.00
	Professional Fees	Krishnan Subbaraman	18.00	4.50	-
	Reimbursement of expense	Ravi Swamy	3.88	-	-
2.	Rent Paid	Selectema Consulting India Private Limited	48.60	45.00	45.00
	Payment of expenses made by the Company	Selectema Consulting India Private Limited	0.03	0.18	0.10
	Professional Fees Paid	Selectema Consulting India Private Limited	-	-	10.00
		Twinstar Search Partners	3.11	-	10.00

Outstanding Balance, if any for year ended March 31, 2024, March 31, 2023, March 31, 2022 with related parties

(₹ in Lakhs)

Sr. No.	Nature of Transactions	Name of related party	As at and for the year ended March 31, 2024	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
1.	Remuneration payable	Krishnan Sudarshan	38.34	114.22	119.95
		A Ramachandran	22.37	55.67	-
		Subramanian Krishnaprakash	-	32.38	-
		Ravi Swamy	4.86	-	-
		Shekhar Ganapathy	1.35	-	-
	Trade payables	K. Subbaraman	1.35	1.35	-
2.	Amount recoverable for Expenses incurred on behalf of Related party	Selectema Consulting India Private Limited	-	-	0.17
	Security Deposits	Selectema Consulting India Private Limited	21.50	20.00	20.00
	Amount payable for service availed	Selectema Consulting India Private Limited	-	-	10.80
		Twinstar Search Partners	-	-	10.80
Trade payables	Twinstar Search Partners	3.36	-	-	

For further details in relation of the same, please refer the section titled 'Restated Consolidated Financial Information' beginning on page 200 of this Draft Red Herring Prospectus.

#### M. DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby our Promoter, members of Promoter Group, the Directors of our Company and their relatives (as defined under Companies Act, 2013) have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of 6 (six) months immediately preceding the date of filing of this Draft Red Herring Prospectus.

#### N. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES ACQUIRED BY EACH OF OUR PROMOTERS AND THE INDIVIDUAL SELLING SHAREHOLDER IN THE LAST 1 (ONE) YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS.

Name of the Person(s)	No. of Equity share of face value of ₹ 5/- each as of September 16, 2024 <sup>(2)(3)</sup>	No. of Equity Shares of face value of ₹ 5/- each acquired in the last one year <sup>(2)</sup>	Weighted average price per equity share in the last one year (in ₹)
<b>Promoters<sup>(1)</sup></b>			
Mr. Krishnan Sudarshan	1,30,84,698	4,42,120 <sup>(5)</sup>	24.88
Mr. Subramanian Krishnaprakash	20,24,070	Nil <sup>(4)</sup>	Nil <sup>(4)</sup>
<b>Individual Selling Shareholder</b>			
Mr. Shekhar Ganapathy	15,67,800	Nil <sup>(4)</sup>	Nil <sup>(4)</sup>

Pursuant to the certificate dated September 15, 2024, issued by, M/s. A P Sanzgiri and Co, Chartered Accountants

#### Note:

(1) Also, the Promoter Selling Shareholders

(2) After consolidation of face value equity shares of ₹ 1/- each of our Company into equity shares of face value of ₹ 5/- each

(3) After bonus issue.

(4) The Company has allotted Bonus shares to the existing shareholders on August 17, 2024. The same is not considered while calculating no. of shares acquired by the Promoters and Individual Selling Shareholder as there is no cash inflow or outflow involved.

(5) Rounded up

#### O. AVERAGE COST OF ACQUISITION OF SHARES

The average cost of acquisition of or subscription to Equity Shares by our Promoters and the Individual Selling Shareholder is set forth in the table below:

Name	No. of Equity Shares of face value of ₹ 5/- each *	Average cost of acquisition** (in ₹)
Mr. Krishnan Sudarshan <sup>#</sup>	1,30,84,698	0.86
Mr. Subramanian Krishnaprakash <sup>#</sup>	20,24,070	0.02
Mr. Shekhar Ganapathy <sup>##</sup>	15,67,800	0.02
<b>Total</b>	<b>1,66,76,568</b>	

Pursuant to the certificate dated September 15, 2024, issued by M/s. A P Sanzgiri and Co, Chartered Accountants

<sup>#</sup> Also, the Promoter Selling Shareholders

<sup>##</sup> Individual Selling Shareholder

\*After consolidation of face value and bonus issue.

\*\*Computed based on the Equity Shares acquired/allotted/purchased (including acquisition pursuant to transfer).

#### P. WEIGHTED AVERAGE COST OF ACQUISITION OF ALL SHARES TRANSACTED IN THE THREE YEARS, 18 MONTHS AND ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

Period	Weighted Average Cost of Acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition <sup>^</sup>	Range of acquisition price: Lowest Price - Highest Price (in ₹) <sup>^</sup>
Last 1 year	78.19	[●]	[●]
Last 3 years	78.19	[●]	[●]
Last 18 months	78.19	[●]	[●]

Pursuant to the certificate dated September 15, 2024, issued by M/s. A P Sanzgiri and Co, Chartered Accountants

<sup>^</sup>To be updated upon finalization of the price band.

## Q. ACQUISITION OF EQUITY SHARES IN THE LAST THREE YEARS

The details of price at which equity shares were acquired by Promoters, the members of the Promoter Group and Individual Selling Shareholder in the last three years preceding the date of this Draft Red Herring Prospectus is set forth below:

Name of Shareholders	Nature of Acquisition	Date of Acquisition	Number of Equity Shares Acquired	Face Value (in ₹)	Acquisition Price Per Equity Share (in ₹)**
<b>Promoters*</b>					
Mr. Krishnan Sudarshan	Transfer	June 11, 2024	10,998	1	1000
	Allotment- Bonus Shares	August 17, 2024	1,30,19,600	5	Nil
Mr. Subramanian Krishnaprakash	Allotment- Bonus Shares	August 17, 2024	20,14,000	5	Nil
<b>Promoter Group (other than Promoters)</b>					
Mrs Sangeetha Sudarshan	Allotment- Bonus Shares	August 17, 2024	2,20,000	5	Nil
Mr. S Viswanathan	Allotment- Bonus Shares	August 17, 2024	1,00,000	5	Nil
<b>Individual Selling Shareholder</b>					
Mr. Shekhar Ganapathy	Allotment – Bonus Shares	August 17, 2024	15,60,000	5	Nil

\*Also, the Promoter Selling Shareholders

\*\*As certified by M/s. A P Sanzgiri and Co, Chartered Accountants, by way of their certificate dated September 15, 2024

## R. DETAILS OF PRE-IPO PLACEMENT

Our Company has not made any pre-IPO placement. Further, our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

## S. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH IN LAST 1 (ONE) YEAR

Other than as disclosed in the section titled “*Capital Structure*” on page 81, our Company has not issued any Equity Shares for consideration other than cash except bonus issue in the 1 (one) year preceding the date of this Draft Red Herring Prospectus.

## T. SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST 1 (ONE) YEAR

Except as disclosed below, our Company has not undertaken a split or consolidation of the Equity Shares in one year preceding the date of this Draft Red Herring Prospectus.

Pursuant to resolutions passed by our Board and the Shareholders in their meetings dated July 09, 2024, and July 10, 2024, respectively, the authorized share capital of our Company was consolidated from 15,00,00,000 equity shares of face value of ₹ 1 each to 300,00,000 Equity Shares of face value of ₹ 5/- each. For details, see section titled “*Capital Structure*” on page 81.

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

Our Company has not applied to SEBI for any exemption from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

## SECTION III: RISK FACTORS

*An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Draft Red Herring Prospectus, including the risks described below, before making an investment in our Equity Shares.*

*The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Draft Red Herring Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections titled 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on page 134 and 252 of this Draft Red Herring Prospectus respectively as well as other financial and statistical information contained in this Draft Red Herring Prospectus.*

**This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Draft Red Herring Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with Restated Consolidated Financial Information of our Company prepared in accordance with the Companies Act, 2013 and restated in accordance with the ICDR Regulations, including the schedules, annexure and notes thereto.**

### **Materiality**

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

1. Some events may have material impact qualitatively instead of quantitatively;
2. Some events may not be material individually but may be found material collectively;
3. Some events may not be material at present but may be having material impact in future.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this section, please refer to the section titled '*Definitions and Abbreviations*' as described on the beginning of page 8 of this Draft Red Herring Prospectus

The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

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

### **INTERNAL RISKS**

1. ***The ongoing success and reputation of EMA Partners, as well as the continued validity of the EMA Partners International Membership Agreement, are crucial for maintaining our business operations under the name "EMA Partners".***

The operations of our business under the name "EMA Partners" are intrinsically linked to the global success and reputation of EMA Partners International. The permission to operate under the name "EMA Partners" is contingent upon our status as a member firm of EMA Partners International Limited and compliance with the EMA Partners International Membership Agreements (the "**Membership Agreements**") entered between:

- a. Our Company and EMA Partners International Limited;
- b. EMA Partners Executive Search Limited (Dubai) and EMA Partners International Limited;
- c. EMA Partners Singapore Pte Ltd and EMA Partners International Limited.

While we can participate in the decision making on management and operational activities as one of the largest member firms, our influence is limited to our representation on the board of EMA Partners International Limited, except in jurisdictions that we have developed and operate independently. Correspondingly, factors affecting EMA Partners International's reputation, which are beyond our control, could materially adversely impact our business. Further, under the terms of Membership Agreement, we are required to protect their intellectual property rights and other proprietary information of EMA Partners International, however, despite our efforts to protect this intellectual property and other proprietary information, there is a risk that it may prove to be inadequate and, as a result, the value of EMA Partners International could be harmed. Any actions, whether deliberate or unintentional, that adversely affect the goodwill of EMA Partners International or the ongoing viability of our Company will be considered a breach of the Membership Agreement. Such a breach may lead to the termination of our affiliation with EMA Partners International, and causing substantial disruption to the continuity of our business operations under the name "EMA Partners".

2. ***A significant portion of our business is attributable to certain large clients. Any deterioration of their financial condition or prospects may have an adverse impact on our business. Further, if we fail to expand the size of our business with our existing clients or expand to new clients, or if we lose our large clients, our business, revenue, profitability and growth will be adversely affected***

We have in the past derived, and we believe that we will continue to derive, a significant portion of our revenue from certain large clients. For the year ended March 31, 2024, March 31, 2023 and March 31, 2022, we derived revenue from operations of ₹ 2,319.79 lakhs, ₹ 2,022.22 lakhs and ₹ 2,378.09 lakhs, respectively, from our top ten clients, representing approximately 34.47%, 40.33% and 41.75%, respectively, of our total revenue from operations. For the year ended March 31, 2024, March 31, 2023 and March 31, 2022, we derived revenue from operations of ₹ 888.90 lakhs, ₹ 725.58 lakhs and ₹ 846.90 lakhs, respectively, from our largest client, representing approximately 13.21%, 14.47%, and 14.87%, respectively, of our total revenue from operations.

Further, we have in the past derived, and we believe that we will continue to derive, a significant portion of our revenue from certain industries such as industrial & manufacturing, natural resources and banking & financial services, information technology.

The industry wise revenue split is as follows-

Type of Industry	% of revenue from operations		
	Fiscal 2024	Fiscal 2023	Fiscal 2022
Industrial & Manufacturing	21.3%	28.8%	17.8%
Natural Resources	21.0%	21.1%	24.3%
Banking & Financial Services	20.2%	23.5%	17.5%
Information Technology	12.2%	8.3%	20.0%
Others	25.3%	18.3%	20.4%
<b>Grand Total</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

Any downsizing by these clients may reduce their spending on the services provided by us. Further, there are a number of factors outside our control that might result in the loss of a client, including financial difficulties for a client; change in strategic priorities, resulting in a reduced level of spending on staffing solutions; a reduction in staff wages; a demand for price reductions; and a change in strategy by moving more work in-house or to our competitors. The loss of any one or more of large clients could have an adverse effect on our business, profits and results of operations.

3. ***If we are unable to protect our intellectual property, or if we face allegations of infringing others' intellectual property, our business, our reputation, results of operations, cash flows and financial condition could be adversely affected.***

We rely on the intellectual property provided by EMA Partners International Limited, through EMA Partners International Membership Agreement dated September 25, 2003 entered into with our Company and EMA Partners International Limited, pursuant to which it has granted an exclusive right to our Company, being a member firm of EMA Partners International to use the trademarks owned by EMA Partners International Limited (including the logo) from September 25, 2003. For details of the EMA Partners International Membership Agreement dated September 25, 2003, entered into between our Company and EMA Partners International, please see section titled "History and Certain Corporate Matters - Other agreements" beginning on page 155. We rely on the trademarks covered by the Membership Agreement and the success of our business depends, in a significant part, on our continued ability to use these existing trademarks in order to



increase brand awareness. EMA Partners International Limited has registered for the **EMA** in India under Class 35. For details see section titled, “*Our Business – Intellectual Property*” beginning on page 134.

In case of trademarks, which are registered in favor of a third party, we may not be able to claim ownership of such trademarks, and consequently, we may be unable to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities.

Further, we may face allegations or legal proceedings related to infringement of the intellectual property rights of others. Such allegations could adversely affect our reputation, result in significant legal and financial liabilities, and may require us to make substantial changes to our technological processes or our business operations.

**4. *Through EMA Partners Executive Search Private Limited, our wholly owned subsidiary we have invested in Reccloud Technologies Private Limited which has developed the “MyRCloud” technology platform. If we're unable to scale this solution or if the system becomes obsolete, we may not be able to recover our investment.***

Through EMA Partners Executive Search Private Limited, our wholly owned subsidiary, we have invested in Reccloud Technologies Private Limited which has developed the “MyRCloud” technology platform. MyRCloud is an integrated technology platform that seamlessly connects companies, recruiters, and candidates, offering scalable recruitment solutions through a unified interface for entry and middle executive level hiring. Reccloud Technologies Private Limited is developing specialized technology and Intellectual Property (“IP”), including proprietary systems, processes and methodologies, that we believe provide us a competitive advantage in serving our current clients and winning new engagements. To the extent that this technology and IP is rendered obsolete and if we are unable to enhance the technology solution to meet the requirements of our clients, our ability to continue offering these services, and grow our revenues, may continue to be adversely affected. If we are unable to enhance and improve our technology offering or if our technology offering is unable to measure up to competing products, our revenues and results of operations could be adversely affected.

**5. *We are limited in our ability to recruit candidates from certain of our clients due to off-limit agreements with those clients and for client relations and marketing purposes. Such limitations could impact our business and revenues.***

Either by agreement with clients, or for client relations or marketing purposes, we are required to or elect to refrain from, for a specified period of time, recruiting candidates from a client when conducting searches on behalf of other clients. These off-limit agreements can cause us to lose search opportunities to our competition. The duration and scope of the off-limit agreement, including whether it covers all operations of the client and its affiliates or only certain divisions of a client, generally are subject to negotiation or internal policies and may depend on factors such as the scope, size and complexity of the client’s business, the length of the client relationship and the frequency with which we have been engaged to perform executive and professional searches for the client. We cannot ensure that off-limit agreements will not impede our growth or our ability to attract and serve new clients, or otherwise harm our business.

**6. *Failure to attract and retain qualified and experienced employees could result in a loss of clients which in turn could cause a decline in our revenue and future growth.***

We compete with other executive, professional search and consulting firms for qualified and experienced employees. These other firms may be able to offer higher compensation, incentives or benefits or more attractive lifestyle choices, career paths, office cultures, or geographic locations than we do. Competition for these employees typically increases during periods of wage inflation, labour constraints, and/or low unemployment, and can result in material increases to our costs, among other impacts.

Retaining our employees is crucial because a few key individuals handle our most important client relationships. In the year 2023-2024, entire revenue from operations have been contributed by our 28 fee earning employees through their client relationships. This risk is heightened by the inherent portability of a employees’ business: employees have in the past, and will in the future, terminate their employment with our Company. The decline in our reputation, reduction in our compensation relative to industry standards or alterations to our compensation structure, whether due to insufficient revenue, or for any other reason, could impact our ability to retain existing employees or attract additional qualified employees with the requisite experience, skills and established client relationships. Our failure to retain our most productive employees, or maintain the quality of service to which our clients are accustomed, as well as the ability of a departing employee to move business to his or her new employer, could result in a loss of clients, which could in turn cause our revenue to decline and our business to be harmed. We may also lose clients if the departing employee has widespread name recognition or a reputation as a specialist in his or her line of business in a specific industry or management function. We could also lose additional employees if they choose to join the departing employee at another executive search or consulting firm. Failing to limit departing employees from moving business or recruiting our employees to a competitor could adversely affect our business, financial condition and results of operations.

Further, if we are unable to identify, attract and retain sufficient talent in key positions, it may prevent us from achieving our strategic vision, disrupt our business, impact revenues, increase costs, damage employee morale and affect the quality and continuity of client service.

7. ***We face significant competition from domestic and global firms. The domestic market is fragmented with small boutique firms offering recruitment services. Competition in our industry could result in loss of market share, reduced demand for our services, and /or require us to lower fees for our services, which could adversely affect our operating result and future growth.***

The human resource consulting market in India has traditionally been a fragmented industry with a number of large consulting firms, including the Indian affiliates or India-based operations of well-known global players having a presence in India with substantial marketing and financial resources at their disposal. Our global competitors might be able to realign their operations with change in global macro-economic environment more effectively than us. The Industry consolidation may also affect competition by creating larger, more homogeneous and potentially stronger competitors in the markets. Our competitors may also affect our business by entering into exclusive arrangements with existing or potential clients. Our executive search services face competition from both traditional and non-traditional competitors that provide job placement services, including other large global executive search firms, smaller specialty firms and web-based firms. We also face increased competition from sole proprietors and in-house human resource professionals whose ability to provide job placement services has been enhanced by professional profiles made available on the internet and enhanced social media-based search tools. The continued growth of the gig economy and related freelancing platform sites may also negatively impact demand for our services by allowing employers seeking services to connect with employees in real time and without any significant costs. We also face the risk of our current or prospective clients deciding to utilize their internal workforce or use independent contractors or service providers in the unorganized segment.

Our continued success depends on our ability to compete effectively against our existing and future competitors, and there can be no assurance that we will be able to effectively compete in the various business segments we operate in, whether on the basis of pricing, quality or range of services or otherwise. With the potential influx of new competitors, our ability to retain our existing clients and to attract new clients is critical to our continued success. There can be no assurance that we will not encounter increased competition in the future. Nor can there be any assurance that our Company will, in light of competitive pressures, be able to remain profitable or, if profitable, maintain its current profit margins.

8. ***We are subject to potential legal liability from clients, employees, candidates for employment, shareholders and other stakeholders.***

We may face potential claims related to the executive search process and our consulting services, among numerous other matters. For example, a client might claim for matters such as breach of terms of engagement or recommending a candidate who subsequently proves to be unsuitable for the position filled. Further, the current employer of a candidate whom we placed could file a claim against us alleging interference with an employment contract; a candidate could assert an action against us for failure to maintain the confidentiality of the candidate's employment search; and a candidate or employee could assert an action against us for alleged discrimination, violations of labour and employment law or other matters. Also, in some countries, we are subject to data protection, employment and other laws impacting the processing of candidate information and other regulatory requirements that could give rise to liabilities/claims. Client dissatisfaction with the consulting services provided by our employees may also lead to claims against us.

Additionally, as part of our consulting services, we often send a team of leadership consultants to our clients' workplaces. Such employees generally have access to client information systems and confidential information. An inherent risk of such activity includes possible claims of misuse or misappropriation of client IP, confidential information, funds or other property, as well as harassment, criminal activity, torts, or other claims. Such claims may result in negative publicity, injunctive relief, criminal investigations and/or charges, payment by us of monetary damages or fines, or other material adverse effects on our business.

Occasionally, we may also be subject to legal actions or claims brought by our shareholders for a variety of matters related to our operations, such as significant business transactions, cybersecurity incidents, volatility in our stock, and our responses to shareholder activism. Such actions or claims and their resolution may result in defense costs, as well as settlements, fines or judgments against us, some of which are not, or cannot be, covered by insurance. The payment of any such costs, settlements, fines or judgments that are not insured could have a material adverse effect on our business.

9. ***We are dependent on our Promoters, Directors and our Key Managerial Personnel for the execution of our business strategy. Failure to retain our executive officers and key personnel or integrate new members of our senior management who are critical to our business may prevent us from successfully managing our business and limit our growth***

We are dependent on the continued services of our Promoters, Directors, Key Managerial Personnel ("KMPs") and Senior Management, who collectively play an instrumental role in our business operations and strategic decision-making process. Our success to date is largely attributable to their unique expertise, deep industry relationships, motivational leadership, and years of experience in the executive search & leadership hiring domain. The loss of any of our Promoters, Directors,

KMPs, or Senior Management, due to any number of reasons such as retirement, health-related issues, disagreements over strategic decisions, better opportunities elsewhere, or our inability to meet their expectations in terms of compensation or career progression could have a material adverse effect on our operations. Further, the process of identifying and integrating new personnel can be time-consuming, expensive, and cause additional disruption to our business. Moreover, the competition for such skilled personnel in our industry is intense, and we may not be able to find suitable or equally capable replacements in a timely manner or at all. Such a scenario could disrupt our operations and adversely impact our competitiveness, business, financial condition, and results of operations. In addition, as we seek to expand our operations into new geographies, our success will be contingent upon our ability to attract and retain talented personnel who can navigate the intricacies of these new markets. Any failure to do so could impede our expansion efforts and negatively impact our growth strategy.

We undertake various measures to retain our key personnel, including but not limited to offering competitive compensation packages, career development opportunities and implementing employee benefit programs. Such measures inevitably increase our operating costs and could potentially impact our profitability if not offset by commensurate increases in our revenues. In the event that we are unable to retain our key personnel or attract new talent, or if the costs associated with such retention or recruitment efforts prove to be financially burdensome, our business, financial condition, and results of operations could be materially and adversely affected. For further details, see “*Our Management – Changes in Key Management Personnel or Senior Management during the last three years*” on page 169.

**10. *Acquisitions or our inability to effect acquisitions may have an adverse effect on our business***

As part of our growth strategy, we look to evaluate suitable opportunities to acquire boutique firms or setting up offices ground up with the identification of experienced teams that would complement our existing business. Our objective is to enhance client access and strengthen our market position and expand our sectoral coverage by adding scale to our business.

One of our objects of the Offer pertains to utilisation of certain issue proceeds towards unidentified acquisitions. However, we may not be able to identify suitable opportunities/targets, or able to complete a transaction under terms that align with our strategic interests including the time within which such transaction may be completed. Failure to identify suitable opportunities, or able to complete a transaction under terms that align with our strategic interests could materially affect our future growth prospects.

While suitable opportunities for acquisition are being evaluated, the proceeds from the Fresh Issue will be temporarily invested in deposits in one or more scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934, as may be approved by our Board or a duly constituted committee thereof. For more details please refer to the section titled, “*Objects of the Offer*” beginning on page 96.

**11. *We may be unable to fully realize the anticipated benefits of future acquisitions successfully or within our intended timeframe. If we are unable to identify expansion opportunities or experience delays or other problems in implementing our strategy of expanding our scale through acquisitions, our growth, business, financial condition, results of operations and prospects may be adversely affected.***

Our acquisition strategy involves various risks and challenges, including the diversion of management’s attention from our business operations; the potential loss of key employees and customers of the acquired businesses; uncertainties that may impair our ability to attract, retain and motivate key personnel; potential deficiencies in financial control and statutory compliance in the acquired entities; an increase in our expenses and working capital requirements; and exposure to unanticipated liabilities of the acquired companies. The successful implementation of acquisitions depends on a range of factors, including funding arrangements, cultural compatibility and integration. There can be no assurance that we will be able to successfully integrate the acquired businesses into our existing operations and will achieve their anticipated benefits. To the extent that we fail to identify, complete and successfully integrate acquisitions with our existing business or should the acquisitions not deliver the intended results, our financial performance could be negatively affected. In past, our acquisition has not resulted in the desired result. For instance, our joint venture arrangement with Decision Dynamics ceased on March 04, 2023 and EMA Decision Dynamics Private Limited is not actively engaged in any business operations since the year April, 2023.

Potential difficulties that we may encounter as part of the integration process could *inter-alia* include the following:

- underestimated costs associated with the acquisition;
- increased costs of integration;
- the possibility that the full benefits anticipated to result from the acquisition will not be realized;
- acquisition of companies in new business in which we have limited experience;
- over-valuation by us of acquired companies;
- delays in the integration of strategies, operations and services;
- difficulties in determining the appropriate purchase price of acquired businesses, which may result in potential impairment of goodwill;



- diversion of the attention of our management as a result of the acquisition;
- attrition, differences in business backgrounds, corporate cultures and management philosophies that may delay successful integration;
- retaining key executives and other employees;
- challenges associated with creating and enforcing uniform standards, controls, procedures and policies;
- insufficient indemnification from the selling parties for legal liabilities incurred by the acquired company prior to the acquisition;
- potential ongoing financial obligations, unknown liabilities and unforeseen delays associated with the acquisition;
- possible cash flow interruptions or loss of revenue as a result of transitional matters;
- the disruption of, or the loss of momentum in, our ongoing businesses;
- changes in regulatory environment;
- difficulties in entering markets or lines of business in which we have no or limited direct prior experience; and
- potential loss of, or harm to, relationships with employees or clients.

If we are unable to successfully overcome the potential difficulties associated with the integration process and achieve our objectives following an acquisition, the anticipated benefits and synergies of any future acquisitions may not be realized fully, or at all, or may take longer to realize than expected. Any failure to timely realize these anticipated benefits could have an adverse effect on our business, financial condition, results of operations or cash flows.

**12. *Our past growth rates may not be indicative of our future growth, and if we are unable to maintain adequate internal systems, processes and controls our business may be adversely affected.***

Our revenue from operations increased to ₹ 6,729.62 lakhs for the year ended March 31, 2024 from ₹ 5,014.28 lakhs year ended March 31, 2023 and ₹ 5,695.68 lakhs year ended March 31, 2022, representing a CAGR of approximately 8.70%. While our business has grown rapidly in recent years, our past growth rates may not be indicative of our future growth. This exposes us to a wide range of risks, including business risks, operational risks, fraud risks and regulatory and legal risks. Further, certain of our strategic initiatives may require significant capital and other resources, as well as management attention, which could place a burden on our resources and abilities. We are in the initial stages of our diversification strategy and may not be able to properly assess the risks, economic viability and prospects of such opportunities. We cannot assure you that our growth strategies will continue to be successful or that we will be able to continue to expand further, or at the same rate.

Our inability to execute our growth strategies in a timely manner or within budget estimates or our inability to meet the expectations of our clients and other stakeholders, could have an adverse effect on our business, results of operations and financial condition. Further, in order to manage our growth effectively, we must implement, upgrade and improve our operational systems, procedures and internal controls on a timely basis. While there have been no such instances in the past, however, if we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs or operate our business effectively. Failure to manage growth effectively could adversely affect our business and results of operations.

**13. *Social media platforms present risks and challenges that can cause damage to our brand and reputation***

The inappropriate and/or unauthorized use of social media platforms, including blogs, social media websites and other forms of Internet-based communications, which allow individuals access to a broad audience of consumers and other interested persons by our clients or employees could cause damage to our brand, lead to litigation or result in information leakage, including the improper collection and/or dissemination of personally identifiable information of candidates and clients. In addition, negative or inaccurate posts or comments about us on any social networking platforms could damage our reputation, brand image and goodwill. We may have to incur significant cost to protect and defend our interest from any such social media related events.

**14. *Our Company's financial performance and growth are significantly dependent on the sustained profitability and operational success of our Subsidiaries and in the event of any downturn in one or more of our key Subsidiaries, our ability to invest in new ventures, service debts, or maintain operational efficiencies may be compromised, which could lead to adverse effects on our business, financial condition, and results of operations.***

A significant portion of our total revenue from operations is derived from our Subsidiaries. The below table shows the contribution of our Subsidiaries to our revenues for the year ended March 31, 2024, year ended March 31, 2023 and year ended March 31, 2022.

Name of the Entity	For the year ended March 31, 2024		For the year ended March 31, 2023		For the year ended March 31, 2022	
	(₹ in lakhs)	(% of overall revenue from operations)	(₹ in lakhs)	(% of overall revenue from operations)	(₹ in lakhs)	(% of overall revenue from operations)
EMA Partners Executive Search Private Limited	2,361.50	35.09%	1,704.43	33.99%	2,266.32	39.79%
Emagine People Technologies Private Limited (formerly known as Emagine People Solutions Private Limited)	2.16	0.03%	380.36	7.59%	344.39	6.05%
EMA Decision Dynamics Private Limited	-	0.00%	-	0.00%	-	0.00%
James Douglas Professional Search India Private Limited	164.82	2.45%	225.07	4.49%	159.54	2.80%
EMA Partners Singapore Pte. Limited	371.40	5.52%	98.85	1.97%	241.17	4.23%
EMA Partners Executive Search Limited (formerly known as EMA Partners Middle East Limited)	1,674.44	24.88%	1,030.41	20.55%	1,190.92	20.91%
RecCloud Technologies Private Limited	652.19	9.69%	75.58	1.51%	-	0.00%
James Douglas Professional Search Limited	67.51	1.00%	18.95	0.38%	-	0.00%

This dependency subjects us to risks that are specific to the services of offering agile recruitment solutions across diverse industries and providing hiring solutions and facilitating seamless connections among companies, recruiters and candidates using a technology platform which our Subsidiaries provide, as well as to the general economic, regulatory, and competitive conditions affecting those services, the industries of the major clients and the markets in general. The performance of our Subsidiaries can be influenced by a variety of factors, including but not limited to management effectiveness, market acceptance of their services, competitive pressures, and changes in regulatory environments, technological advancements, resource allocation. Any adverse developments in these factors could have a direct impact on the financial health and profitability of our subsidiaries, which, in turn, could significantly affect our business and financial condition. Furthermore, our operational and financial flexibility is inherently linked to the performance of these Subsidiaries. In the event of a downturn in one or more of our key Subsidiaries, our ability to invest in new ventures, service debts, or maintain operational efficiencies may be compromised. While we endeavor to diversify risks and implement robust oversight mechanisms, the inherent interconnectedness of our business with our Subsidiaries' operations exposes us to potential material adverse effects on our business, financial condition, and results of operations.

**15. An inability to maintain adequate insurance coverage in connection with our operations may adversely affect our operations and profitability.**

We have obtained a number of insurance policies in connection with our operations including comprehensive general liability insurance, fire safety policy and vehicle insurance policy. For our employees, we have a group health insurance policy. These insurance policies provide coverage against risks associated with our operations including commercial liability, damage to our property, equipment and vehicles, medical insurance for employees and their dependents. For further information, see section titled "Our Business – Insurance" on page 134.

Although our Company has not experienced any risk affecting the business, operations and company at large, we cannot assure you that, we will not experience any such event in the future.

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

Our Company, Promoters and Directors are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. The contingent liability in respect of the Civil litigation against our Company have been disclosed in the section titled “*Restated Consolidated Financial Information*” on 200 of this Draft Red Herring Prospectus.

A summary of the pending civil and other proceedings involving our Company is provided below:

<b>Nature of Proceedings</b>	<b>Criminal Proceedings</b>	<b>Tax Claims / Proceedings</b>	<b>Statutory or Regulatory Proceedings</b>	<b>Disciplinary actions by the SEBI or Stock Exchanges against our Promoters</b>	<b>Material Civil Litigation</b>	<b>Amount involved (₹. in Lakhs)<sup>(1)</sup> &amp; <sup>(2)</sup></b>
<b>Company</b>						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	Nil	Nil	1 <sup>(3)</sup>	76.00
<b>Directors (other than promoter)</b>						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	1 <sup>(4)</sup>	5	Nil	Nil	1 <sup>(3)</sup>	49.75 <sup>(5)</sup>
<b>Promoter</b>						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	1 <sup>(3)</sup>	Nil
<b>Subsidiaries</b>						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
<b>Group Company</b>						
By our Group Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Company	Nil	Nil	Nil	Nil	Nil	Nil

**Note:**

- (1) To the extent quantifiable.
- (2) Excludes any interest/penalty in relation to the proceedings
- (3) Pursuant to directorship in the Company, Mr. Krishnan Sudarshan, Mr. Subramanian Krishnaprakash and Mr. Shekhar Ganapathy are also named as party in the suit. As on date of date of Draft Red Herring Prospectus, there is no liability arising on the said Promoters and/or Director(s) on account of the suit.
- (4) Amount involved is not ascertainable
- (5) Excludes interest of ₹ 3.82 lakhs and penalty involved.

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

Brand recognition is important to the success of our business. Establishing and maintaining our brand name in the industry or for people relying on our services is critical to the success of our client acquisition strategy and for the continued growth of our business. While, we allocate resources, financial and otherwise, on establishing and maintaining our brands, no assurance can be given that our brands will be effective in attracting and growing our user and client base or that such efforts will be cost-effective.

18. ***Client contracts are generally of a short duration and contain termination provisions. Certain of our client contracts can be terminated by our clients with limited or no notice or penalty, which could have an adverse impact on our business.***

Our clients typically retain us on a non-exclusive basis and for a term usually ranging from six months to two years. Many of our client contracts can be terminated with or without cause by providing notice and without termination-related penalties. Additionally, most of our contracts with clients particularly in the entry to mid-level business are typically limited to discrete projects without any commitment to a specific volume of business or future work. Under contracts with our clients for the general staffing and allied services business, we typically earn a one-time fee for each candidate whom we place in addition to a fixed monthly fee in certain cases. Thus, our revenue is conditional upon our identifying candidates to meet the specific requirements of each of our clients, the candidates we identify subsequently clearing the recruitment processes of our clients and in some instances, finding a suitable replacement in case the candidates we choose to place no longer stay in the employment of our clients. If any contractual conditions and obligations are not met, our clients may claim refunds and at times, interest, against their payments to us, and under certain conditions terminate the contracts with us. While we have not had any material past instances where such conditions and obligations are not met, our inability to meet any such conditions and obligations in the future could adversely affect our revenue and cash flow. While we typically have carve-outs for force majeure events, many events, such as our inability to anticipate and address the requirements of our clients, the non-availability of suitable candidates for employment or inaccuracies in the resumes and profiles submitted to us by potential candidates, could impact our ability to meet our obligations under the client contracts.

19. ***We are subject to numerous and varied government regulations across the jurisdictions in which we operate. All such laws and regulations are also evolving which exposes us to numerous risk and any adverse change may have impact on our business, results of operations and financial conditions***

Our Subsidiaries in UAE and Singapore exposes us to legal and compliance requirements within those jurisdictions on matters such as import/export controls, taxation, anti-corruption, whistle blowing, internal and disclosure control obligations, data protection and privacy and labour relations including regulatory requirements that are specific to the clients' we serve. Our failure to comply with applicable laws and regulations could restrict our ability to provide certain services or result in the imposition of fines and penalties, substantial regulatory and compliance costs, litigation expense, adverse publicity, and loss of revenue. Our operations could also be negatively affected by changes to laws and regulations and enhanced regulatory oversight of our clients and us. These changes may compel us to change our fees, and may limit the manner in which we conduct our business. If we are unable to comply with such regulations and recover the cost of compliances through our service offering, we may have to cease operations in those countries which may adversely impact our business, results of operations and financial condition.

20. ***Our results of operations and ability to grow could be affected if we cannot successfully yield the intended results from our investment in software required for operations, or keep pace with technological changes in the development and implementation of our services and solutions.***

Our success depends on our ability to keep pace with rapid technological changes in the development and implementation of services and solutions specifically for the entry and middle level hirings. Our business is reliant on a variety of technologies, including those which support workflows, assignment and candidate tracking and data analytics. See "Our Business" on page 134. We also use information technology systems to manage our business operations. In addition, we are investing in other technological upgrades to achieve our strategic objectives and to remain competitive. In this regard, we intend to continue to develop and enhance our localized information systems, which might require the acquisition of equipment and software and the development, either internally or through independent consultants, of new proprietary software. Our new systems, infrastructure and technologies may not perform satisfactorily, or be used effectively, and we may also fail to adapt our service platforms to reflect our increased size and scale, user requirements or emerging trends and industry standards. Further, despite our investments in various technological upgrades, we may face disruption from new age human resource technology startup companies, which could offer scalable solutions to our clients and compete with us in a manner which we may not be able to fully anticipate at this point, which could in turn adversely affect our business, financial condition and results of operations. As at March 31, 2024, March 31, 2023, and March 31, 2022, our investments in software required for our operations amounted to ₹ 82.95 lakhs, ₹ NIL, and ₹ 10.88 lakhs, respectively. There is a risk that we may not sufficiently invest in technology or at sufficient speed and scale, to adapt to changes in our market. Our failure to successfully adopt new technologies in a cost effective and a timely manner could increase our costs and lead to us being less competitive in terms of our prices or quality of services we provide. Further, implementation of new or upgraded technology may not be cost effective, which may adversely affect our business, results of operations, cash flows and financial condition.

21. ***We are subject to risk as it relates to software that we license from third parties***

We rely on software and hardware from third parties to deliver our services and solutions, as well as hosted SaaS applications from third parties. If any of these software, hardware or SaaS applications become unavailable due to extended outages, interruptions or because they are no longer available on commercially reasonable terms, it could result in delays in the provisioning of our services until equivalent technology is either developed by us, or, if available, is identified,

obtained and integrated, which could increase our expenses or otherwise harm our business. Further, the third-party service providers may face closure, financial difficulty or be involved in major litigation, which may affect our access to their software and technologies. If we lose the licenses which permit us to use such software, they may be difficult to replace and it may be costly to do so. In addition, any errors or defects in or failures of this third-party software, hardware or SaaS applications could result in errors or defects in or failures of our services and solutions, which could harm our business and be costly to correct.

**22. *Cyber security vulnerabilities may lead to improper disclosures of information obtained from our clients, candidates and employees which could result in liabilities and harm our reputation***

We use information technology and other computer resources to carry out operational and marketing activities and to maintain our business records. We rely on information technology systems to process, transmit, and store electronic information and to communicate among our locations around the world and with our clients, partners, and employees. The breadth and complexity of this infrastructure increases the risk of security incidents resulting in the unauthorized disclosure of sensitive or confidential information and other adverse consequences that could have a material adverse impact on our business and results of operations. Our reliance on trained professionals to configure and operate this infrastructure creates the potential for human error, leading to potential exposure of sensitive or confidential information.

Our systems and networks and the vendors who provide us services are vulnerable to incidents, including physical and electronic break-ins, attacks by hackers, computer viruses, malware, worms, router disruption, sabotage or espionage, ransomware attacks, supply chain attacks, disruptions from unauthorized access and tampering (including through social engineering such as phishing attacks), employee error and misconduct, impersonation of authorized users and coordinated denial-of-service attacks. Cyberattacks are increasing, enabling automated phishing exploits and dynamic malware. These advancements pose challenges for traditional defense controls, emphasizing the need for new strategies and tools to protect against these threats. We expect cybersecurity incidents to continue to occur in the future.

The continued occurrence of high-profile data breaches against various entities and organizations provides evidence of an external environment that is increasingly hostile to information security. This environment demands that we regularly improve our design and coordination of security controls across our business groups and geographies in order to protect information that we develop or that is obtained from our clients, candidates and employees. Despite these efforts, given the ongoing and increasingly sophisticated attempts to access the information of entities, our security controls over this information, our training of employees, and other practices we follow have not and may not prevent the improper disclosure of such information. Our efforts and the costs incurred to bolster our security against attacks cannot provide absolute assurance that future data breaches will not occur. We depend on our overall reputation and brand name recognition to secure new engagements. Perceptions that we do not adequately protect the privacy of information could inhibit attaining new engagements, and could potentially damage currently existing client relationships.

Further, unauthorized use or misuse of technological tools by Company's employees, vendors or others may result in disclosure of confidential company and customer data, reputational harm, privacy law violations and legal liability. The Company's use of AI may also lead to novel and urgent cybersecurity risks, including access to or the misuse of personal data, all of which may adversely affect its operations and reputation.

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

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

**24. *Data security, data privacy and data protection laws and other evolving regulations and cross border data transfer restrictions may limit the use of our services, increase our cost and adversely affect our business***

We are subject to domestic and international laws relating to collection, use, retention, security, disclosure and/or transfer of personally identifiable information (“PI”) and sensitive personal data or information (“SPDI”) with respect to our clients, employees and Partners. We are required to comply with the Information Technology Act, 2000 (the “IT Act”) and the rules thereof, each as amended from time to time, 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 Digital Personal Data Protection Act, 2023 (“**Data Protection Act**”) enacted in August 2023, focuses on personal data protection for implementing organizational and technical measures in processing digital personal data and lays down norms for cross-borders transfer of personal data including ensuring the accountability of entities processing personal data. The Data Protection Act requires companies that collect and deal with high volumes of personal data to fulfil certain additional obligations such as appointment of a data protection officer for grievance redressal and a data auditor to evaluate compliance with the Data Protection Act. The Data Protection Act further provides that personal data may be processed only in accordance with the Data Protection Act, and for a lawful purpose after obtaining the consent of the individual or for certain legitimate uses. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. In addition, we are also subject to onerous data protection and privacy laws such as the Personal Data Protection Act in Singapore, the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“**Reasonable Security Practices Rules**”) which impose limitations and restrictions on the collection, use, disclosure and transfer of personal information, including sensitive personal data or information and, the Digital Personal Data Protection Act, 2023 as well as other international and local regulations in different jurisdictions, breaches of which could cause significant losses and penalties adversely affecting our business, results of operations and financial condition. In addition, the UAE has also recently issued Federal Decree Law No. 45 of 2021 regarding the Protection of Personal Data (“**PPD Law**”) published by the UAE Data Office (the “**Executive Regulations**”). Once published, organisations have a further six months from the date of the issuance of the Executive Regulations in which they can adjust operations to ensure compliance with the PPD Law and the Executive Regulations. Our failure to comply with any of these laws, regulations or standards may have an adverse effect on our business cash flows and financial condition.

**25. *Clients may delay or default on their payments. This could adversely affect our business and financial condition.***

Our business model involves providing upfront services to clients and subsequently receiving payments, typically after the provision of these services. Some our clients pay for our services post-receipt based on current credit cycles, which exposes us to the risk of non-payment or delayed payment. Various factors, such as economic downturns, internal cash flow problems at our customer’s end, or other unforeseen circumstances, can result in our clients delaying their payments.

Despite our contractual arrangements, clients may delay, renege, or fail to reimburse us due to a variety of reasons, including financial constraints, disputes over quality or scope of services, or even insolvency. While we work with our vendors on a credit basis, making payments to vendors upon receipt of payments from clients in such instances, we may be unable to recover some or all of the incurred costs. While we prepare for these situations through contractual safeguards like detailed payment clauses with a breakdown of our services and costs of each, time limit on raising objections to invoices, default clauses and prudent financial management, we may still incur material losses which could adversely affect our cash flows, profitability and overall financial condition.

The average collection period (holding levels) for the year ended March 31, 2024, year ended March 31, 2023 and year ended March 31, 2022 was 85 days, 95 days and 67 days, respectively. As our Company continues to maintain business relationships similar client profiles to those in the previous years, we expect the collection periods for future years to remain in the same range as mentioned for March 31, 2022 to March 31, 2024

Such delays could adversely impact our cash flows and working capital management, potentially impairing our ability to meet our financial obligations or invest in our business operations for growth. Furthermore, in certain extreme cases, our clients may go into insolvency, which could lead to defaults on their payments. In such instances, we may need to write off that payment as a loss, or we may need to make provisions for such losses in our financial statements. Such write-offs or provisions can materially and adversely affect our profitability and financial condition. In order to prevent such defaults and delays, we monitor our receivables regularly and attempt to limit our credit exposure, however we may be unable to avoid such losses, which may adversely affect our business, results of operations and overall financial condition.

**26. *We incur significant employee benefits expense. An increase in employee costs may prevent us from maintaining our competitive advantage and may reduce our profitability.***

We incur various employee benefits expense, including salaries and wages, contribution to provident and other funds and staff welfare expenses. For the year ended March 31, 2024, for the year ended March 31, 2023, for the year ended March 31, 2022, our employee benefits expense amounted to ₹ 3839.09 lakhs, ₹ 3507.92 lakhs, ₹ 3458.44 lakhs, respectively, representing 55.77%, 68.70% and 59.77% of our total revenues, respectively. Salaries and wages may increase in the future with changes to regulations governing employee benefits, minimum wage levels and social security measures. Such changes include notification by the GoI for the implementation of its recently introduced labour codes, namely (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020. Our profit margins may get adversely impacted, if we are unable to pass on such increases in expenses to our clients on a timely basis.

**27. *The domain name www.emapartners.in is not registered in the name of our Company and our inability to obtain or maintain the registrations may adversely affect our reputation and business position***

The domain name www.emapartners.in is not registered in the name of our Company and our inability to obtain or maintain the registrations may adversely affect our business position. Our domain name www.emapartners.in is registered in the name of our Promoter and Managing Director, Mr. Krishnan Sudarshan. The domain name is used by our Company through an informal arrangement. In any event, our Promoter withdraws, refuses to renew or terminates this arrangement, our Company will not be able to make use of the said domain for our business and consequently, we may be required to invest significant resources to obtain a new domain, which may adversely affect our reputation and business.

**28. *We may not be successful in implementing our business strategies***

The success of our business will largely depend on our ability to effectively implement our business strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategies on time and within the estimated budget in the future. If we are unable to implement our business strategy, this may have an adverse effect on our business, financial condition and results of operations.

**29. *Our business is currently concentrated in India and certain foreign markets such as the United Arab Emirates and Singapore. Expansion into new geographies will cause us to incur significant costs, forex exposure and face regulatory, personnel and cultural challenges which may adversely affect our operational expenses.***

Our operations are predominantly concentrated in India with presence in UAE and Singapore.

One of our growth strategies is expansion into markets segments in US, UK and Saudi Arabia. The expansion into foreign markets, involves inherent challenges and risks including, but not limited to, compliance with new regulatory requirements, recruitment of skilled professionals, understanding the local culture, integration of local personnel and establishing a market presence. We may be required to invest significant resources to navigate these challenges, and there is no assurance that our efforts will result in successful market penetration or generation of significant revenues in these new geographies.

Additionally, setting up operations in new markets requires substantial setup costs, including but not limited to infrastructure, licensing, marketing, and personnel costs. The anticipated return on these investments may not materialize or may take longer than we expect, which could strain our financial condition and affect our profitability.

For further details, please refer to the section titled “History and Certain other Corporate Matters” on page 155.

Furthermore, our expansion into international markets exposes us to foreign exchange rate risk. The costs of our international operations could be negatively affected by fluctuations in foreign currency exchange rates. We cannot assure you that we will be able to manage the risks of international operations effectively, and they could have a material adverse effect on our business, financial condition, results of operations, and prospects.

**30. *Certain of our Subsidiaries have incurred losses in the past. We may be required to fund the operations of our Subsidiaries in the future and our investments in our Subsidiaries may eventually be written-off, which could subject us to additional liabilities and could have an adverse effect on our Company’s reputation, profitability and financial condition.***

Certain of our Subsidiaries have incurred losses, details of which are set out below for the years indicated:

(₹. in Lakhs)

Name of Subsidiary	Nature of entity	Profit/Loss		
		Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
EMA Decision Dynamics Private Limited	Wholly owned Subsidiary	1.36	2.19	(0.86)
Recloud Technologies Private Limited	Step down Subsidiary	(1.35)	(173.77)	(0.06)
EMA Partners Executive Search Limited (Dubai)	Wholly owned Subsidiary	749.75	(16.22)	344.10
EMA Partners Singapore Pte Limited	Wholly owned Subsidiary	256.78	(23.58)	(37.33)
James Douglas Professional Search Limited (Dubai)	Step down Subsidiary	(69.34)	(40.14)	NA

There can be no assurance that our Subsidiaries will not incur losses in any future periods, or that there will not be an adverse effect on our reputation or business as a result of such losses. Such losses incurred by our Subsidiaries may be perceived adversely by external parties such as customers, bankers, and suppliers, which may affect our reputation, please refer to disclosures on Subsidiaries of our Company in Section titled “History and Certain Other Corporate Matters” beginning on page 155 of this Draft Red Herring Prospectus.

We may be required to fund the operations of our Subsidiaries in the future and our investments in our Subsidiaries may eventually be written-off, which could subject us to additional liabilities and could have an adverse effect on our Company’s reputation, profitability and financial condition. Our Company had provided for a decline in the value of its investments for one of its Subsidiaries. For further details, see risk factor, “Apart from provisions made for our Company’s subsidiary, our Company has not provided for a decline in the value of its investments made in its Subsidiaries” on page no. 56. We may similarly be required to furnish guarantees in the future to secure the financial obligations of our Subsidiaries and in the event that any corporate guarantees provided by us are invoked, we may be required to pay the amount outstanding under such facilities availed, resulting in an adverse effect on our business, cash flows and financial condition.

**31. Our Company and subsidiaries do not own our registered office and some of the premises where our operations are conducted and the said premises have been taken on leave and licence or lease. Any termination of these agreements may require us to vacate such premises and adversely affect our business operations:**

Our Company and Subsidiaries currently operate from the following premises which are not owned by us:

Sr no.	Location of the property	Area (in sq. ft.)	Licensor	Rent/license fee (in ₹per month)	License Period		Document and date	Purpose
					From	To		
1.	204, The Summit Premises, Western Express Highway, Sant Janabai Road, Vile Parle East, Mumbai - 400057	100	M/s. Selectema Consulting India Private Limited	₹10,000	April 1, 2024	December 31, 2026	Lease and License Agreement dated June 08, 2024	Registered Office of our Company and our Indian subsidiaries
2.	GF3, Palani Centre, Old 32, New 67, Venkatanarayana Road, T Nagar, Chennai, Tamil Nadu, 600017.	1,740	M/s. Jaybear Investment & Finance Private Limited	(a) ₹93,960 from December 1, 2022 to November 30, 2024 (b) ₹99,876 from December 1, 2024 to November 30, 2025	December 01, 2022	November 30, 2025	Lease Deed dated December 01, 2022	Branch Office
3.	404, 4 <sup>th</sup> Floor, Vatika Professional Point, Golf Course Extension Road, Manesar, Gurugram, Haryana 122101	1,910	M/s. Selectema Consulting India Private Limited	₹1,75,000	April 01, 2024	March 30, 2029	Lease Agreement dated July 15, 2024	Branch Office
4.	403, 4 <sup>th</sup> Floor, Vatika Professional Point, Golf Course Extension Road, Manesar, Gurugram, Haryana 122101	1,555	M/s. Rinok Kaufmann Limited	(a) ₹1,24,000 from June 1, 2024 to May 31, 2025 (b) ₹1,36,400 from June 1, 2025 to May 31, 2026 (c) ₹1,50,040 from June 1, 2026, to May 31, 2027	June 1, 2024	May 31, 2027	Lease Agreement dated May 23, 2024	Branch Office
5.	734, 3 <sup>rd</sup> Block, 7 <sup>th</sup> Cross Road,	1,950	Mrs. Jaya Gupta	₹2,11,500	June 12, 2024	June 11, 2033	Lease Deed	Branch Office



	Koramangala, Bengaluru-560034			Escalation at 5% every year			dated June 12, 2024	
6	Unit Office GV07/L02/206, Level 2, Gate Village Building 07, Dubai International Financial Centre, Dubai , UAE	1,069	Mr. Ahmad AlFahim	Around ₹4,48,840(₹ equivalent of AED19,642.88) *	January 12, 2024	January 11, 2029	Agreement dated December 24, 2023	Registered Office of EMA Executive Search Limited (Dubai) and James Douglas Professional Search Limited (Dubai)
7	Marina Square, 6 Raffles Boulevard, Marina Square, #03-308, Singapore 039594	1 Co-Working space	Justco store	Around ₹17,085 per Co-Working space (₹ equivalent of SGD 265 per Co-Working space)**	September 3, 2024	March 02, 2025	Agreement dated September 3, 2024	Registered Office of EMA Partners Singapore Pte Ltd

\* Exchange rate used for conversion: AED 1 = ₹ 22.85 as on August 27, 2024 from [www.xe.com](http://www.xe.com)

\*\* Exchange rate used for conversion: SGD 1 = ₹ 64.47 as on August 27, 2024 from [www.xe.com](http://www.xe.com)

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

If any such lease agreement under which we occupy the premises is not renewed on terms and conditions that are favourable to us, or at all, we may suffer a disruption in our operation which could have a material adverse effect on our business, financial condition and results of operations. If certain conditions of the lease are not complied, the lessor may terminate the lease, which could have an adverse effect on our operations and there can be no assurance that renewal of lease agreement with the owner will be entered into. In the event of non-renewal of lease, we may be required to shift our office to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one. For more details on properties taken on lease by our Company, please refer section titled “Our Business” beginning on page 134 of the Draft Red Herring Prospectus.

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

We intend to use the Net Proceeds of the Fresh Issue portion of this Offer towards (i) Augmenting Leadership Team for (a) the Company and (b) its subsidiaries (ii) Capital expenditure towards upgrading the existing IT infrastructure for (a) the Company and (b) its subsidiaries (iii) Repayment and/or pre-payment, in full, of the borrowing availed by our Company with respect to purchase of office premises; (iv) general corporate purposes and unidentified acquisitions, as described in section titled “Objects of the Offer” beginning on page 96.

The objects of the Offer have not been appraised by any agency. The proposed utilization of Net Proceeds is based on current conditions, our business plans and internal management estimates and is subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. Further, in relation to capital expenditure requirements for towards upgrading the existing IT infrastructure being funded from the Net Proceeds, the process is yet to be initiated. For details, see section titled “Objects of the Offer” beginning on page 96. We may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Accordingly, prospective investors in the Offer will need to rely upon our management’s judgment with respect to the use of the Net Proceeds. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. Various risks and uncertainties, such as economic trends and business requirements, competitive landscape, technological advancements as well as general factors affecting our results of operations, financial condition and access to capital and including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. Accordingly, use of the Net Proceeds for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your

investment. Further, certain information contained in this Draft Red Herring Prospectus, such as our funding requirements and our intended use of the proceeds of the Offer, in addition to not appraised by any bank, financial institution or agency are based on management estimates and internal management information systems and our business plan. We may also have to revise our funding estimates, future projects and the estimated commencement and completion dates of our future plans depending on future contingencies and events, including, among others: changes in laws and regulations; competition; receipt of statutory and regulatory approvals and permits; the ability of third parties to complete their services on schedule and on budget; delays, cost overruns or modifications to our future projects; commencement of new projects and new initiatives; and changes in our business plans due to prevailing economic conditions. Furthermore, the schedule of implementation of the Objects and deployment of Net Proceeds is currently spread over Fiscal 2025 to 2027. Accordingly, the schedule of the implementation of the projects for which funds are being raised in the Offer, is subject to risk of cost escalations and unanticipated delays in implementation. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates and may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted. In case of shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company shall utilise its internal accruals or any other means of finance.

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

We have entered into transactions with several related parties. For details regarding our related party transactions for the year ended March 31, 2024, year ended March 31, 2023 and year ended March 31, 2022, see “*Other Financial Information — Related Party Transactions*” on page 198. While we believe that all such related party transactions that we have entered into have been conducted in accordance with applicable laws and going forward, all related party transactions that we may enter into will need to be in accordance with the applicable laws, we cannot assure you 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. The transactions we have entered into and any future transactions with our related parties may have involved or could potentially involve conflicts of interest which may be detrimental to our Company. We cannot assure you that such transactions could not have been made on more favorable terms with any unrelated parties. There can be no assurance that our Promoter and Directors will be able to address such conflicts of interests in the future.

**34. *Foreign currency exchange rate risk affects our results of operations***

We export our services and receive sale proceeds in foreign currency. We have foreign subsidiaries as well. Most of our international expenses and revenue are denominated in foreign currencies. As a result, our financial performance will be affected by changes in foreign currency exchange rates or weak economic conditions in foreign markets in which we have operations, among other factors. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Given the volatility of exchange rates, we are not always able to manage effectively our currency translation or transaction risks, which has and may continue to adversely affect our financial condition and results of operations.

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

As on March 31, 2024, the total fund-based indebtedness of our Company is ₹ 758.02 lakhs. In addition to the indebtedness for the existing operations, our Company may incur further indebtedness during the course of the business. We cannot assure you that our Company will be able to obtain further loans at favourable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

We have not defaulted in our loans. However, any failure to service the indebtedness of our Company or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations. For details of our indebtedness, please refer to the section titled — “*Financial Indebtedness*” on page 260 of this Draft Red Herring Prospectus.

**36. *We have not entered into any arrangements for alternate source of raising the funds required for our “Objects of the Offer”. Any shortfall in raising/meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date of this Draft Red Herring Prospectus, we have not made any alternate arrangements for meeting our capital requirements for some of the Objects of the Offer. We meet our capital requirements through, owned funds and internal

accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Offer proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the section titled “*Objects of the Offer*” beginning on page 96 of this Draft Red Herring Prospectus.

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

One of the debt facilities provided to our Company by our lender stipulates that the facility shall be secured by a personal guarantee of Promoters and Director and property of the Company. In event of default on the debt obligations, the personal guarantees and property may be invoked thereby adversely affecting our Promoters and Director’s ability to manage the affairs of our Company and consequently this may impact our business, prospects, financial condition and results of operations.

Further, in an event our Promoters and Directors withdraws or terminates his/their guarantee/s or security, the lender for such facilities may ask for alternate guarantee/s or securities or for repayment of amounts outstanding under such facilities or even terminate such facilities. We may not be successful in procuring guarantee/s or collateral securities satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the section titled “*Financial Information*” beginning on page 200 of Draft Red Herring Prospectus.

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

Currently, our Promoters and Promoter Group own an aggregate of 1,54,30,368 of our Equity Shares (86.14% held by Promoters and Promoter Group). Following the completion of the Offer, our Promoters will continue to hold substantial stake of our post-Offer Equity Share capital which will allow them to exercise significant control over the outcome of the matters submitted to our shareholders for approval. For details of their shareholding pre-and post-Offer, see “*Capital Structure*” on page 81. This concentration of ownership may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult without the support of these shareholders.

By virtue of their shareholding, our Promoters will have the ability to exercise significant control and influence over our Company and our affairs and business, including the appointment of Directors, the timing and payment of dividends, the adoption of and amendments to our MoA and AoA, the approval of a merger or sale of substantially all of our assets and the approval of most other actions requiring the approval of our shareholders. The interests of our promoter shareholders could conflict with our interests or the interests of our other shareholders in material aspects. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

39. ***We have contingent liabilities and our financial condition could be adversely affected if these contingent liabilities materialize***

As on March 31, 2024, we had the following contingent liabilities:

<b>Particulars</b>	<b>As on March 31, 2024 (₹ in lakhs)</b>
Civil litigation against our Company	76

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of our contingent liabilities materialize, it could have an adverse effect on our results of operations, financial condition and cash flows. For details, see Note No. 25 of “*Restated Consolidated Financial Information* on page 200.

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

The average cost of acquisition per Equity Share held by Promoters Mr. Krishnan Sudarshan and Mr. Subramanian Krishnaprakash is ₹ 0.86 and ₹ 0.02, respectively. The prices at which Equity Shares were issued by us in the past year should not be taken to be indicative of the Price Band, Offer Price and the trading price of our Equity Shares after listing. We cannot assure you that the Equity Shares to be issued in the future will be at or lower than the Offer Price.

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

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

42. ***The deployment of funds raised through the Offer shall not be subject to any monitoring agency***

Since, the Offer size is less than ₹10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Offer. The funds raised from this Offer, will be deployed as defined in the Objects. For further details, please refer to the section titled “*Objects of the Offer*” beginning on page 96 of this Draft Red Herring Prospectus. The fund requirement and deployment mentioned in the Objects of the Offer is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Offer and prepare the statement for utilization of the proceeds of this Offer. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Offer without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI in this regard.

43. ***Our inability to receive or renew the necessary licenses, approvals and registrations in a timely manner or at all may lead to interruption of our Company’s operations.***

Our business is subject to government regulations and we require certain approvals, licenses, registrations and permissions for operating our business. In addition, we may not be in compliance with certain conditions prescribed by such approvals or licences. Our failure to obtain such licences and approvals and comply with the applicable laws and regulations could lead to imposition of sanctions by the relevant authorities, including penalties. We believe that our units have the required permits and agreements or are in the process of acquiring the required permits and agreements, and that they also meet or will meet the required reporting and control requirements. For further details, see “*Government and Other Approvals*” on page 268.

Further, in future we will be required to apply for the renewal of approvals and permits for our business operations to continue. If we are unable to make applications and renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner or at all, we may be required to shut down or relocate our offices and face other consequences due to which our business operations may be adversely affected. Changes in legislation and current regulations entailing stricter requirements and changes in conditions in terms of health, safety and environment or progress towards a stricter official application of legislation and regulations may require additional investment and lead to higher costs and other undertakings which may impact our business and operations.

44. ***Our Company has listed peer companies in the similar industry but may not be considered for comparison of performance and therefore, investors must rely on their own examinations of accounting ratios of our Company for the purposes of investment in this Offer.***

Business models of some of the listed companies which undertake certain business, which may be considered similar to our business are not comparable to our business model based on the nature and extent of activities in diverse sectors undertaken by listed companies. Therefore, there are no listed companies that may be considered as the peer group of our Company. Therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in this Offer.

45. ***There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013.***

Our company has missed on compliance with certain statutory provisions in the past including but not limited to the details as mentioned in this risk factor. There are few discrepancies noticed in some of our corporate records relating to adhering with the provisions of SS-1 and SS-2 of the Companies Act, 2013, however upon identifying such non-compliance, the company has rectified and started complying with the provisions of SS-1 and SS-2 of Companies Act, 2013. Our Company has inadvertently missed out on the following compliance in the past:

Form	Discrepancy	Rectification
AOC-4	Inadequate disclosure in Board's Report and Financials filed	Rectified in subsequent filings
MGT-7	Mismatch in dates of Board Meeting with the Minutes	The non-compliance being not material, no rectification steps were required

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

**46. There have been certain inaccuracies in relation to regulatory filings and our company and material subsidiary, EMA Partners Executive Search Private Limited has made non-compliances of certain provision under applicable law.**

There have been few instances of delay in depositing the PF and TDS with the concerned offices of the departments on and have accordingly been subjected to penalty and interest for delayed deposit of tax. Our Company and material subsidiary, EMA Partners Executive Search Private Limited has filed the GST Returns with the concerned offices of department in due time. However, we have paid interest, penalty and late to GST authorities due to inadvertently charging on reversed charge basis charged (RCM), delay in uploading invoices etc.

The below table summarizes such instances and the interest, penalty charged for the discrepancies and delay-

**GST**

(₹ in lakhs)

Particulars	Location	Number of Instances	Financial Year	Interest, Penalty & Late fees
<b>EMA Partners India Limited</b>				
RCM Interest	Bengaluru	1	2021-22	0.02
	Bengaluru	1	2023-24	Negligible
<b>EMA Partners Executive Search Private Limited</b>				
Delay in uploading invoices	Mumbai	1	2021-22	0.13

**EPF**

(₹ in lakhs)

Financial Year	Number of Times of delay	Range of Delay (in days)	Interest, Penalty & Late Fees
<b>EMA Partners India Limited</b>			
2021-22	1	1 to 5	Negligible
<b>EMA Partners Executive Search Private Limited</b>			
2021-22	1	1 to 5	Negligible

**Tax Deduction at Source**

(₹ in lakhs)

Financial Year	Number of Times of delay	Range of Delay (in days)	Interest, Penalty & Late Fees
<b>EMA Partners India Limited</b>			
2021-22	3	1 to 30	0.02
2022-23	1	1 to 20	Negligible
<b>EMA Partners Executive Search Private Limited</b>			
2021-22	1	1 to 20	0.02
2022-23	1	1 to 20	Negligible

Our Company and material subsidiary, EMA Executive Search has paid all the statutory dues payable in accordance with applicable laws for the Financial Years 2023-24, 2022-23 and 2021-22, except as otherwise disclosed herein. However, we cannot assure you that there will be no delays by our Company or our subsidiaries in the future or that we will not be subject to action by the authorities.

**47. We have commissioned an industry report for the disclosures made in the chapter titled "Our Industry" and made disclosures on the basis of the data provided in the same and such data has not been independently verified by us.**

We have used the report titled “*Indian Staffing & Recruitment Market Outlook to 2029 - Driven by Technology & Demand for Skilled Workforce*” dated August 2024 prepared by Ken Research Private Limited exclusively for the purpose of understanding the industry in connection with the Offer and the said report is commissioned by our Company. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere.

**48. *We may need to seek additional financing in the future to support our growth strategies. Any failure to raise additional financing could have an adverse effect on our business, results of operations, financial condition and cash flows***

Our strategy to grow our business may require us to raise additional funds for our working capital or long-term business plans. While we have historically funded our capital expenditure primarily through internal accruals, bank credit facilities and cash flow from operations, we cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. If our internally generated capital resources and available credit facilities are insufficient to finance our capital expenditure and growth plans, we may, in the future, have to seek additional financing from third parties, including banks, venture capital funds, joint-venture partners and other strategic investors. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. Our financing agreements may contain terms and conditions that may restrict our ability to operate and manage our business, such as terms and conditions that require us to maintain certain pre-set debt service coverage ratios and leverage ratios and require us to use our assets, including our cash balances, as collateral for our indebtedness. If we are unable to obtain such financing in a timely manner, at a reasonable cost and on acceptable terms or at all, we may be forced to delay our expansion plans, downsize or abandon such plans, which may materially and adversely affect our business, financial condition and results of operations, as well as our future prospects.

**49. *Grant of stock options under our employee stock option plan may result in a charge to our statement of profit and loss account and, to that extent, reduce our profits.***

As on the date of this Draft Red Herring Prospectus, 11,60,000 employee stock options are outstanding and will continue to be in effect but have not been exercised by eligible employees under our ESOP Scheme. Further, we have the authority to grant additional stock options under ESOP Scheme. Under accounting standards, the grant of employee stock options results in a charge to our Company’s statement of profit and loss account equal to the intrinsic value (which will be amortised over the vesting period of these stock options) based on the difference between the intrinsic value of our Equity Shares determined as of the date of the grant of such stock options and the exercise price of such stock options. For details of ESOPs outstanding as of the date of this Draft Red Herring Prospectus, see “*Capital Structure — EMA Employee Stock Option Scheme 2024*” on page 81.

**50. *Our Company proposes to utilize part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain borrowings availed by our Company from various banks and financial institutions and accordingly, the utilization of that portion of the Net Proceeds will not result in creation of any tangible assets.***

Our Company intends to utilise a part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain borrowings availed by our Company from various banks and financial institutions. The loans were availed from various banks and financial institutions aggregating to ₹ 717.09 lakhs as on August 31, 2024, for purpose purchasing property and vehicle .

The details of the loans identified to be repaid or prepaid using the Net Proceeds and the purpose for which the said loans have been utilized have been disclosed in the section titled “*Objects of the Offer - Repayment or pre-payment, in full or in part, of all or certain borrowings availed by our Company*” on page 96 of this Draft Red Herring Prospectus. While we believe that utilization of Net Proceeds for repayment of secured loans would help us to reduce our cost of debt and enable the utilization of our funds for further investment in business growth and expansion, the pre-payment of loans will not result in the creation of any tangible assets for our Company.

**51. We have issued equity shares (excluding Bonus issue) during the last 12 months at a price which may be below the Offer Price.**

We have issued certain Equity shares (excluding Bonus issue) in the last 12 months at a price which may be lower than the Offer Price. Details of such issuances are given in the table below:

<b>Date of Allotment</b>	<b>Number of Equity Shares</b>	<b>Face Value (in ₹)</b>	<b>Offer Price (in ₹)</b>	<b>Name of Investor(s)</b>
September 2, 2024	22,322	5	104	Sanjeev Vadilal Shah
September 2, 2024	22,322	5	104	Rajiv Vadilal Shah
September 2, 2024	22,322	5	104	Krishan Kant Rathi
September 2, 2024	22,322	5	104	Nelakurti Chenna Reddy
September 2, 2024	17,858	5	104	D Prasanth
September 2, 2024	22,322	5	104	Jaipur Securities Private Limited
September 2, 2024	11,161	5	104	Rajat Kumar Jain
September 2, 2024	11,161	5	104	Prakash Kulathu Iyer
September 2, 2024	8,929	5	104	Arun Dasmahapatra
September 2, 2024	44,643	5	104	Ajay T Jaisinghani
September 2, 2024	1,33,929	5	104	Ritika Nikhil Jaisinghani
September 2, 2024	22,322	5	104	Reet Manish Bhambhani
September 2, 2024	22,322	5	104	Sanjeev Das
September 2, 2024	8,929	5	104	Gopinadhan Kuttiyil Gopalakrishna Pillai
September 2, 2024	5,358	5	104	Utpal Das
September 2, 2024	13,393	5	104	Poornima K Prabhu
September 2, 2024	22,322	5	104	Manoj Valikkodath Chacko
September 2, 2024	1,78,572	5	104	Negen Undiscovered Value Fund
September 2, 2024	22,322	5	104	Sankarappa Subburaj
September 2, 2024	8,929	5	104	Premal Jogendra Thakker
September 2, 2024	13,393	5	104	Madhu Rakesh Gupta
September 2, 2024	22,322	5	104	Jennifer Anand
September 2, 2024	22,322	5	104	Ravindra Babu Garikipati
September 2, 2024	22,322	5	104	Jeet H Bharani
September 2, 2024	22,322	5	104	A. Ramachandran
September 2, 2024	11,161	5	104	Ajit Niranjana Hingorani
September 2, 2024	22,322	5	104	Rachna Sanjay Jog
September 2, 2024	8,929	5	104	Aanchal Mishra
September 2, 2024	22,322	5	104	Srinivas Chundururu
September 2, 2024	22,322	5	104	Devendra Chawla
September 2, 2024	22,322	5	104	Bhanwar Lal Chandak
September 2, 2024	22,322	5	104	Sricharanya Subramaniam
September 2, 2024	13,393	5	104	Megha Manish Dhanuka
September 2, 2024	22,322	5	104	Amarjeet Dutta

**52. Our Promoters, who also serve as directors, hold Equity Shares in our Company and are therefore interested in our company performance in addition to their remuneration and reimbursement of expenses.**

Our Promoters, due to their dual roles as equity holders and Directors of our Company, play a pivotal role in our operations, management and strategic direction. They receive remuneration and reimbursement of expenses for their services as Directors, and they also have a vested interest in our Company's performance due to their substantial equity ownership.

Although our Promoters are obligated to act in the best interest of all shareholders in their capacity as Directors, their significant equity ownership might influence their decision-making process.

While their actions will be motivated by the Company's overall success, we cannot provide assurance that all decisions made will equally benefit all shareholders, including minority shareholders. The Promoters' equity stake in the Company means they have a strong interest in the Company's success. However, their perspectives and decisions, influenced by their ownership, might not always align with the views of all shareholders or meet all shareholders' expectations.

**53. *Apart from provisions made for our Company's subsidiary, our Company has not provided for a decline in the value of its investments made in its Subsidiaries.***

Our Company has six direct subsidiary companies and two step down subsidiary companies. For further details, see "History and certain other Corporate Matters" on page 155. The value of our investments in these Subsidiaries depend on several factors beyond our control, including domestic and international economic and political conditions, inflationary expectations, interest rate volatility and monetary policies. In the event our Subsidiaries incur losses, there could be a decline in the value of our investments and we may not be able to recover all or a portion of such investments, which may in turn adversely affect our business, financial condition and results of operations. Our Company had provided for a decline in the value of its investments made in Emagine People Technologies Private Limited, wholly owned subsidiary by recognizing provision for diminution in value of investments in such subsidiary amounting to ₹0.99 Lakhs as at March 31, 2024. For further details, see "Financial Information" page 200 and Risk Factor - "*Certain of our Subsidiaries have incurred losses in the past. We may be required to fund the operations of our Subsidiaries in the future and our investments in our Subsidiaries may eventually be written-off, which could subject us to additional liabilities and could have an adverse effect on our Company's reputation, profitability and financial condition.*" page 47.

**54. *The unsecured loan availed by our subsidiaries from a related party may be recalled at any given point of time.***

Our subsidiaries viz. Emagine People Technologies Private Limited and Recloud Technologies Private Limited has been availing unsecured loans from time to time. The total outstanding unsecured loan as on March 31, 2024 is amounting to ₹ 40 Lakhs and ₹ 195 Lakhs as per the audited financial statements of Emagine People Technologies Private Limited and Recloud Technologies Private Limited, respectively. Although there are no terms and conditions prescribed for repayment of unsecured loan from related parties, the same can be recalled at any given point of time during ordinary course of business and thus may affect the business operations and financial performance of our subsidiaries.

## **OFFER RELATED RISKS**

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

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

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

**2. *Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.***

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of the Equity Shares. In accordance with current regulations and circulars issued by SEBI, the Equity Shares are required to be listed on the Stock Exchanges within a prescribed time. Accordingly, we cannot assure you that the trading in the Equity Shares will commence in a timely manner or at all and there could be a failure or delay in listing and trading of the Equity Shares on the Stock Exchanges, which would adversely affect your ability to sell the Equity Shares.



**3. *The company will not receive any proceeds from the Offer for Sale portion of the Offer***

The Offer comprises an Offer for Sale by the Selling Shareholders. The Selling Shareholders will receive the entire proceeds from the Offer for Sale (after deducting applicable Offer expenses) and our Company will not receive any part of the proceeds of the Offer for Sale. For further information, see “*The Offer*” and “*Objects of the Offer*” on pages 62 and 96, respectively.

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

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

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

Our ability to pay dividends in future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. 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. 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. Our Company has not declared dividends in the past and there can be no assurance that our Company will declare dividends in the future. For further details, please refer to the section titled “*Financial Indebtedness*” on page 260 and the section titled “*Dividend Policy*” on page 199 of this of this Draft Red Herring Prospectus.

**6. *Our Company’s Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for our Equity Shares. Further, 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 Company’s Equity Shares. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after the Offer. The Offer Price of the Equity Shares is proposed to be determined by the Company, in consultation with the BRLM through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the stock exchanges and securities markets elsewhere in the world.

**7. *QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Bid/ Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay 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. Retail Individual Investors can revise or withdraw their Bids at any time during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date but not thereafter. Therefore, QIBs and Non-Institutional Investors 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 at any stage after the submission of their Bids. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three 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.

8. ***The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. The Equity Shares may experience price and volume fluctuations. Further, the current market price of some securities listed pursuant to certain previous issuers managed by the BRLM is below their respective issue prices.***

The Offer Price of the Equity Shares will be determined by the Company in consultation with the BRLM through the Book Building Process. This price will be based on numerous factors and assumptions, as described under "Basis for Offer Price" on page 111 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. The current market price of some securities listed pursuant to certain previous issuers managed by the BRLM is below their respective issue prices. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price.

The market price of the Equity Shares can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian general executive search and IT sector, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have an adverse effect on the market price of the Equity Shares.

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

Under the Companies Act, a company that has share capital and is incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the approval of a special resolution by our Company. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless our Company makes 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 your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company may be reduced.

## **EXTERNAL RISKS**

1. ***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 certain 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. 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 investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

Furthermore, 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 a 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, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. 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. For further information, see "Restrictions on Foreign Ownership of Indian Securities" on page 332. Our ability to raise any foreign capital under the FDI route is therefore constrained by Indian law, which may adversely affect our business, cash flows, results of operations, financial condition and prospects.

2. ***We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.***

The Competition Act, 2002, of India, as amended (“**Competition Act**”), regulates practices having an appreciable adverse effect on competition in the relevant market in India (“**AAEC**”). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects.

3. ***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 subject to change. Any change in Indian tax laws could have an effect on our operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For instance, the Taxation Laws (Amendment) Act, 2019, (“**Act**”) prescribes certain changes to the income tax rate applicable to companies in India, in order to promote growth and investment. According to the Act, an existing domestic company may opt to pay tax at 22% plus surcharge at 10% and cess at 4%, if it does not claim any incentive/deduction, with effect from financial year 2019-20. The effective tax rate for these companies comes to 25.17%. Further, the Act stipulates that such companies would also not be subjected to minimum alternate tax. Furthermore, according to this Act, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits or exemptions being claimed), which would ultimately reduce the tax rate (on gross basis) for Indian companies from 30% to 22% (exclusive of applicable health and education cess and surcharge). Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities or tribunals or courts would have an effect on our profitability.

The Finance Act, 2020 (“**Finance Act**”), has, amongst other things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax (“**DDT**”) will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely to be subject to tax deduction at source. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017 and all subsequent changes and amendments thereto.

Further, the Government of India introduced the Finance Bill, 2024, in the Union Budget for Fiscal 2025. The Finance Bill, 2024 introduced various amendments to taxation laws in India. The Finance Bill has received assent from the President of India on February 15, 2024 and has been enacted as the Finance Act, 2024. As such, there is no certainty on the impact that the Finance Act, 2024 may have on our business and operations or on the industry in which we operate. 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. 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, the likely nature and impact of the specific terms of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business.

**4. *You may be subject to Indian taxes arising out of capital gains on sale of the Equity Shares, which will adversely affect any gains made upon sale of 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. Any capital gain exceeding ₹1.25 lakhs realized on the sale of listed equity shares on a recognized stock exchange, held for more than 12 months immediately preceding the date of transfer, will be subject to long term capital gains in India, at the rate of 12.5% (plus applicable surcharge and cess). This beneficial rate is, inter alia, subject to payment of Securities Transaction Tax (“STT”).

Further, any gain realized on the sale of equity shares in an Indian company held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the applicable rates (plus applicable surcharge and cess). Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Such gains will be subject to tax at the rate of 20% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

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

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

**6. *Financial instability in Indian Financial Markets could adversely affect our Company’s results of operation and financial condition.***

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

**7. *If inflation rises in India, increased costs may result in a decline in our financial condition.***

Inflation rates in India have been volatile in recent years, and such volatility may continue. Increasing inflation in India could cause a rise in the costs of rent, wages, raw materials and other expenses. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows.

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

As stated in the reports of the Statutory Auditors of the Company included in Draft Red Herring Prospectus under section “Restated Consolidated Financial Information” beginning on page 200 the financial statements included in Draft Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in Draft Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in Draft Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in Draft Red Herring Prospectus should accordingly be limited.

**9. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Pandemic, 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, pandemic disease, and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. 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.

**10. *Any downgrading of India’s debt rating by an international rating agency could have a negative effect on our business and the trading price of the Equity Shares.***

India’s sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India’s foreign exchange reserves, all which are beyond our control. Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any adverse revisions to India’s credit ratings for domestic and overseas debt by international rating agencies may adversely affect our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

**11. *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 the 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 SAST 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 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 SAST Regulations.

**12. *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 widespread as shareholders’ rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholders in an Indian company than as shareholders of an entity in another jurisdiction.

## SECTION IV: INTRODUCTION

### THE OFFER

The following is the summary of the Offer:

<b>PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>	
<b>The Offer</b> <sup>(1)(2)</sup>	Upto 62,50,800 Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
<i>consists of:</i>	
Fresh Issue	Upto 54,38,400 Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
Offer for Sale <sup>(3)</sup>	Upto 8,12,400 Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
<i>which includes:</i>	
Market Makers Reservation Portion	Upto 3,13,200 Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
Net Offer to the Public	Upto [●] Equity Shares of face value of ₹ of 5/- each, aggregating up to ₹ [●] Lakhs.
<i>The Net Offer Comprises of:*</i>	
<b>A. QIB Portion</b> <sup>(4)(5)</sup>	Not more than [●] Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
<i>of which:</i>	
i) Anchor Investor Portion	Upto [●] Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
<i>of which:</i>	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion).	Upto [●] Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
(b) Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
<b>B. Non-Institutional Portion</b>	Not less than [●] Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
<b>C. Retail Portion</b>	Not less than [●] Equity Shares of face value of ₹ 5/- each, aggregating up to ₹ [●] Lakhs.
<b>Pre and Post – Offer Equity Shares</b>	
Equity Shares outstanding prior to the Offer.	1,79,12,426 Equity Shares of face value of ₹ 5/- each.
Equity Shares outstanding after the Offer.	[●] Equity Shares of face value of ₹ 5/- each.
Use of Net Proceeds by our Company.	Please see the section titled “Objects of the Offer” on page 96 of this Draft Red Herring Prospectus.

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

#### Notes:

- The Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Offer is being made by our Company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – Offer paid up equity share capital of our Company are being offered to the public for subscription.*
- The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 04, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on September 04, 2024.*

- 3) Our Board has taken on record the consent for the Offer for Sale of the Selling Shareholders pursuant to its resolution dated September 05, 2024. The Selling Shareholders have confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations. The Selling Shareholders has authorized the inclusion of the Offered Shares in the Offer for Sale as follows-

Sr. No.	Name of the Selling Shareholders	Aggregate number of Equity Shares being offered in the Offer for Sale (Upto)	Date of Consent Letter
1.	Mr. Krishnan Sudarshan	6,39,711	September 05, 2024
2.	Mr. Subramanian Krishnaprakash	97,313	September 05, 2024
3.	Mr. Shekhar Ganapathy	75,376	September 05, 2024
	<b>Total</b>	<b>8,12,400</b>	

For details of authorizations received for the Offer for Sale, see “Other Regulatory and Statutory Disclosures-Authority of the Offer” beginning on page 274.

- 4) The SEBI ICDR Regulations permit the Offer of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price. Accordingly, we have allocated the Net Offer i.e. not more than 50% of the Net Offer to QIB and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Offer shall be available for allocation to Non-institutional bidders.
- 5) 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 in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

Our Company and Selling Shareholders may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

Allocation to Retail Individual Bidders 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 proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations.

The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the SEBI ICDR Regulations.

For further details, see section titled “Offer Structure”, “Terms of the Offer” and “Offer Procedure” on pages 297, 289 and 301, respectively.

## SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from Restated Consolidated Financial Information for the Financial Year ended on March 31, 2024, 2023, and 2022. These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act, 2013 and the SEBI ICDR Regulations.

The summary financial information presented below should be read in conjunction with the sections and notes mentioned therein titled '*Restated Consolidated Financial Information*' and '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' beginning on page 200 and 252, respectively of this Draft Red Herring Prospectus.

*[The remainder of this page has intentionally been left blank]*



**RESTATED SUMMARY STATEMENT OF ASSET AND LIABILITIES**

*(₹ In Lakhs)*

	<b>Particulars</b>	<b>Note No.</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>	<b>As at 31-Mar-22</b>
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>				
1	<b>Shareholders' Funds</b>				
	(a) Share Capital	3	4.23	4.23	5.00
	(b) Reserves and Surplus	4	5,397.33	3,992.54	3,939.16
	<b>Minority Interest</b>		93.16	58.95	115.92
2	<b>Non-Current Liabilities</b>				
	(a) Long-term borrowings	5	676.66	45.55	305.19
	(b) Deferred tax Liability (net)	6	38.55	47.47	48.16
	(c) Long-term provisions	7	6.44	15.96	16.02
3	<b>Current Liabilities</b>				
	(a) Short-term Borrowings	8	81.36	10.42	84.36
	(b) Trades Payable	9			
	- Total outstanding dues of micro enterprises and small enterprises		0.82	0.62	0.17
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		66.08	7.75	22.64
	(c) Other current liabilities	10	553.06	539.56	579.03
	(d) Short-term provisions	11	741.36	603.24	734.62
	<b>Total</b>		<b>7,659.05</b>	<b>5,326.29</b>	<b>5,850.27</b>
<b>II.</b>	<b>Assets</b>				
1	<b>Non-current assets</b>				
	(a) Property, Plant and Equipment	12			
	(i) Tangible assets		1,182.93	944.46	995.68
	(ii) Intangible assets		73.12	0.04	0.10
	(iii) Intangible assets under development		-	-	-
	(iv) Capital Work-in-progress		749.68	-	-
	(b) Long term loans and advances	13	407.60	479.54	536.67
	(c) Other non-current assets	14	82.87	146.98	150.15
2	<b>Current assets</b>				
	(a) Current investments	15	928.75	839.24	730.43
	(b) Trade receivables	16	1,877.51	1,265.25	1,383.82
	(c) Cash and Cash Equivalents	17	2,158.58	1,461.83	1,904.74
	(d) Short-term loans and advances	18	65.79	56.35	42.59
	(e) Other current assets	19	132.22	132.60	106.09
	<b>Total</b>		<b>7,659.05</b>	<b>5,326.29</b>	<b>5,850.27</b>

**RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS**

*(₹ In Lakhs)*

	<b>Particulars</b>	<b>Note No.</b>	<b>For the year ended 31-Mar-24</b>	<b>For the year ended 31-Mar-23</b>	<b>For the year ended 31-Mar-22</b>
I.	Revenue from operations	20	6,729.62	5,014.28	5,695.68
II.	Other Income	21	153.83	91.88	90.84
III	<b>Total Revenue (I +II)</b>		<b>6,883.45</b>	<b>5,106.16</b>	<b>5,786.52</b>
IV	<b>Expenses:</b>				
	Employee benefit expenses	22	3,839.08	3,507.93	3,458.44
	Finance Cost	23	18.62	18.86	43.68
	Depreciation and amortization expense	12	115.70	87.83	78.41
	Other expenses	24	1,241.96	1,098.56	824.98
	<b>Total Expenses</b>		<b>5,215.36</b>	<b>4,713.18</b>	<b>4,405.51</b>
V	<b>Profit before exceptional and extraordinary items and tax</b>	(III - IV)	1,668.09	392.98	1,381.01
VI	Exceptional Items		-	-	-
VII	Extraordinary Items		-	-	-
VIII	<b>Profit before tax (V-VI-VII)</b>		<b>1,668.09</b>	<b>392.98</b>	<b>1,381.01</b>
	Tax expense:				
	(1) Current tax		217.78	123.74	233.33
	(2) Earlier years (written back)/provided		(2.49)	(23.69)	-
	(3) Deferred tax	6	(8.93)	(0.71)	(0.45)
IX	Profit(Loss) from the year from continuing operations	(VIII-IX)	<b>1,461.73</b>	<b>293.64</b>	<b>1,148.13</b>
X	Less: Minority Interest		(34.43)	13.43	(21.07)
XI	Profit/(Loss) for the year	(IX + X)	<b>1,427.30</b>	<b>307.07</b>	<b>1,127.06</b>
XII	Earning per equity share: *				
	(1) Basic (Rs per share)		8.40	1.81	6.62
	(2) Diluted (Rs per share)		8.40	1.81	6.62
	*EPS for all years have been recasted after factoring in consolidation of face value of equity shares and bonus issue of equity shares to its equity shareholders.				

**RESTATED SUMMARY STATEMENT OF CASH FLOWS**

*(₹ In Lakhs)*

<b>Particulars</b>	<b>For the year ended 31-Mar-24</b>	<b>For the year ended 31-Mar-23</b>	<b>For the year ended 31-Mar-22</b>
<b>I) Cash flow from operating activities</b>			
Net Profit before taxation	1,668.09	392.98	1,381.01
<b>Adjustment For:</b>			
Depreciation and amortisation	115.70	87.84	78.41
(Profit) / loss on sale / write off of assets	0.03	-	8.85
(Profit) / loss on sale of current investments	(49.43)	(8.78)	(23.99)
Provision made/ (reversed) for doubtful trade receivable	(78.18)	1.37	69.20
Interest Income on Fixed Deposits	(38.01)	(24.01)	(22.41)
Interest Paid On Loans	18.62	18.86	43.68
<b>Operating profit / (loss) before working capital changes</b>	<b>1,636.82</b>	<b>468.26</b>	<b>1,534.75</b>
<b>Adjustment For:</b>			
Changes in working capital:			
Adjustments for (increase) / decrease in operating assets:			
Non-Current Assets	10.57	98.19	-
Current Assets	(543.14)	76.92	(991.97)
Adjustments for increase / (decrease) in operating liabilities:			
Non-Current Liabilities	(9.52)	(0.06)	-
Current Liabilities	210.15	(185.30)	586.65
Minority Interest	(22.72)	(47.96)	13.28
Net income tax (paid) / refunds	(89.80)	(137.94)	(310.02)
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>1,192.36</b>	<b>272.11</b>	<b>832.69</b>
<b>II) Cash flow from investing activities</b>			
Purchased PPE	(1,177.01)	(36.56)	(152.88)
Proceeds from sale of fixed assets	-	-	4.54
Current investments			
- Mutual Purchased	(549.45)	(200.03)	(409.12)
- Proceeds from Mutual fund sale	509.39	100.00	273.49
- Term Deposits placed	-	-	(74.01)
Interest Income On Fixed Deposits	38.01	24.01	22.41
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(1,179.06)</b>	<b>(112.58)</b>	<b>(335.57)</b>
<b>III) Cash flow from financing activities</b>			
Net Proceeds / (repayment) of borrowings	702.07	(333.58)	(48.81)
Interest Paid On Loans	(18.62)	(18.86)	(43.68)
Buy-Back of shares	-	(250.00)	-

<b>Net cash flow from / (used in) financing activities (C)</b>	<b>683.45</b>	<b>(602.44)</b>	<b>(92.49)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>696.75</b>	<b>(442.91)</b>	<b>404.63</b>
Cash and Cash Equivalents at the beginning of year	1,461.83	1,904.74	1,500.11
<b>Cash and cash equivalents at the end of the year (note 1)</b>	<b>2,158.58</b>	<b>1,461.83</b>	<b>1,904.74</b>
<b>Note 1: Break up of Cash and cash equivalents</b>			
(a) Cash on hand	0.92	78.18	116.80
(b) Cheques, drafts on hand	-	-	-
(c) Balances with banks	-	-	-
(i) In current accounts	1,513.12	719.09	885.83
(ii) In deposit accounts	644.54	664.56	902.11
	<b>2,158.58</b>	<b>1,461.83</b>	<b>1,904.74</b>

## SECTION V: GENERAL INFORMATION

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name and style of “Executive Management Associates India Private Limited” pursuant to certificate of incorporation dated September 9, 2003 issued by the RoC, Mumbai, Maharashtra. Our Company changed its name from “Executive Management Associates India Private Limited” to “EMA Partners India Private Limited” pursuant to fresh certificate of incorporation dated February 4, 2004 issued by the RoC, Mumbai, Maharashtra.

Subsequently, our Company was converted into public limited company pursuant to special resolution passed by the shareholders at the EGM held on June 12, 2024, and the name of our Company was changed to “EMA Partners India Limited” and a fresh certificate of incorporation dated August 05, 2024 consequent upon conversion from private company to public company was issued by RoC, Central Processing Centre bearing CIN U74140MH2003PLC142116.

For further details, please refer to the section titled ‘*History and Certain Corporate Matters*’ beginning on page 155 of this Draft Red Herring Prospectus.

### REGISTERED AND CORPORATE OFFICE OF OUR COMPANY

The address and certain other details of our Registered Office and Corporate Office are as follows:

#### EMA PARTNERS INDIA LIMITED

<b>Registered Office:</b>	<b>Corporate Office:</b>
204, The Summit- Business Bay, Western Express Highway, Vile Parle (East), Mumbai – 400057, Maharashtra, India. Tel No: +91 22 3500 8805 E-mail: mumbai@emapartners.in Website: www.emapartners.in	B-1201, 12 <sup>th</sup> Floor, One BKC, G Block, Plot No. C/6, Bandra-Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra, India Tel No: +91 22 4045 2200 E-mail: mumbai@emapartners.in Website: www.emapartners.in

For details of the changes in our Registered and Corporate Office, see “*History and Certain Corporate Matters – Changes in the Registered Office*” at page 155.

### COMPANY REGISTRATION NUMBER AND CORPORATE IDENTITY NUMBER

The registration number and corporate identity number of our Company are as follows:

**Corporate Registration Number:** 142116

**Corporate Identification Number:** U74140MH2003PLC142116

### REGISTRAR OF COMPANIES

Our Company is registered with the Registrar of Companies, Mumbai which is situated at the following address:

Registrar of Companies, 100, Everest, Marine Drive, Mumbai- 400002, Maharashtra, India.

**Tel No:** 022-22812627/22020295/22846954

**Fax No:** 022-22811977

**Email ID:** roc.mumbai@mca.gov.in

**Website:** www.mca.gov.in

### DESIGNATED STOCK EXCHANGE

SME Platform of National Stock Exchange of India Limited i.e. “**NSE Emerge**”

Exchange Plaza, C/1, G Block, Bandra Kurla Complex, Bandra (East),

Mumbai - 400 051, Maharashtra, India. **Website:** www.nseindia.com

## OUR BOARD OF DIRECTORS

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

Sr. No.	Name	Designation	DIN	Address
1.	Mr. Krishnan Sudarshan	Chairman and Managing Director	01029826	1102, Sabari Ashville, Plot No. P-1 CTS No. 452A, N.M. Patil Marg, Near Tina Bliss Building, Ghatla Village, Chembur, Mumbai-400071, Maharashtra.
2.	Mr. Subramanian Krishnaprakash	Whole-time Director	01789103	5/23, 29 <sup>th</sup> Cross Street, Indra Nagar, Adyar, Chennai - 600020, Tamil Nadu.
3.	Mr. Shekhar Ganapathy	Non-Executive Director	02177510	T1 201 Windermere, North Main Road, Koregaon Park, Pune - 411001, Maharashtra.
4.	Dr. Archana Niranjani Hingorani	Independent Director	00028037	701 Orchid Breeze, 7 <sup>th</sup> Floor, 16 <sup>th</sup> Road, Opp Khar Gymkhana Ground, Khar, Mumbai-400052, Maharashtra.
5.	Mr. Arun Dasmahapatra	Independent Director	01550644	Apartment 2172, Belvedere, Prestige White Meadows, Whitefield Main Road, Near Whitefield Police Station, Sathya Sai Layout, Whitefield, Bengaluru – 560066, Karnataka.
6.	Mr. Rajat Kumar Jain	Independent Director	00046053	B/6/806, Sahara Grace, M.G. Road, Behind Sahara Mall, Chakarpur (74), Gurgaon - 122002, Haryana.

For further details of our Directors, please refer to the section titled 'Our Management' beginning on page 169 of this Draft Red Herring Prospectus.

### GROUP CHIEF FINANCIAL OFFICER

**Mr. Manishkumar Anjanikumar Dhanuka**

**EMA Partners India Limited**

204, The Summit- Business Bay, Western Express Highway, Vile Parle (East),  
Mumbai – 400057, Maharashtra, India.

**Tel No.:** +91 22 3500 8801

**E-mail:** m.dhanuka@ema-partners.com

### COMPANY SECRETARY AND COMPLIANCE OFFICER

**Ms. Smita Shivdhari Singh**

**EMA Partners India Limited**

204, The Summit- Business Bay, Western Express Highway, Vile Parle (East),  
Mumbai – 400057, Maharashtra, India.

**Tel No.:** +91 022-35008805

**E-mail:** s.smita@ema-partners.com

### Investor Grievances:

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

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

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

## **DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS OFFER OF OUR COMPANY**

### **BOOK RUNNING LEAD MANAGER OF THE OFFER**



#### **INDORIENT FINANCIAL SERVICES LIMITED**

B/805, Rustomjee Central Park, Andheri Kurla Road, Chakala, Mumbai – 400093, Maharashtra, India.

**Tel No.:** +91-79772 12186

**E-mail:** compliance-ifsl@indorient.in

**Investor Grievance Email:** wecare@indorient.in

**Website:** www.indorient.in

**Contact Person:** Mr. Ivor Anil Misquith

**SEBI Registration No.:** INM000012661

**CIN:** U67190DL1993PLC052085

### **REGISTRAR TO THE OFFER**



#### **BIGSHARE SERVICES PRIVATE LIMITED**

S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India.

**Tel No.:** +91 – 22 – 6263 8200

**Fax No.** +91 – 22 – 6263 8299

**E-mail:** ipo@bigshareonline.com

**Investor Grievance Email:** investor@bigshareonline.com

**Website:** www.bigshareonline.com

**Contact Person:** Mr. Asif Sayyed

**SEBI Registration No:** INR000001385

**CIN:** U99999MH1994PTC076534

### **LEGAL COUNSEL TO THE OFFER**



#### **STERLING LAW ASSOCIATES LLP**

B-601, Umarji House, Opposite CritiCare Hospital, Teli Lane, Andheri-East, Mumbai 400 069, Maharashtra, India.

**Tel No.:** +91 91720 75003

**E-mail:** ajay.yadav@sterlingassociates.in

**Contact Person:** Mr. Ajay Yadav

**Website:** https://sterlingassociates.in

### **STATUTORY AND PEER REVIEW AUDITORS**

#### **M/s. A P Sanzgiri & Co**

Chartered Accountants

Block No. 20 , Unit No. 159, Anand Nagar Lane, Behind Vakola Police Station, Santacruz (East), Mumbai - 400 055.

**Tel:** +91 9076307777/9076306666

**E-mail:** sonali@ca-aps.in

**Website:** https://www.ca-aps.com

**Contact Person:** Ms. Sonali Patil

**Firm Registration No:** 116293W

**Membership No:** 135516

**Peer Review Certificate No:** 014344

## UNDERWRITER TO THE OFFER



### INDORIENT FINANCIAL SERVICES LIMITED

B/805, Rustomjee Central Park, Andheri Kurla Road, Chakala, Mumbai – 400093, Maharashtra, India.

**Tel No.:** +91-79772 12186

**E-mail:** compliance-ifsl@indorient.in

**Investor Grievance Email:** wecare@indorient.in

**Website:** www.indorient.in

**Contact Person:** Mr. Ivor Anil Misquith

**SEBI Registration No.:** INM000012661

**CIN:** U67190DL1993PLC052085

## MARKET MAKER TO THE OFFER

<b>Name</b>	Alacrity Securities Limited
<b>Registered Office Address</b>	101-102/B, Hari Darshan, Bhogilal Fadia Road, Kandivali West, Mumbai – 400067
<b>Tel No.:</b>	022-69527500
<b>E-mail:</b>	alacritysec@gmail.com
<b>Website:</b>	www.alacritysec.com
<b>Contact Person:</b>	Mr. Kishore V. Shah
<b>SEBI Registration</b>	INZ000215936
<b>CIN:</b>	L99999MH1994PLC083912
<b>NSE Market Maker Registration No.</b>	NSE/MEM/09098

## BANKER TO OUR COMPANY

<b>Name</b>	Axis Bank Limited
<b>Address</b>	Ground Floor, CETTM (MTNL), Technology Street, Hiranandani Gardens, Powai, Mumbai -400076
<b>Tel No.:</b>	9167002461 / 9167002462
<b>E-mail:</b>	powai.operationshead@axisbank.com
<b>Website:</b>	www.axisbank.com

## BANKERS TO THE OFFER/ PUBLIC OFFER BANK/ REFUND BANKER/ SPONSOR BANK

[•]

## DESIGNATED INTERMEDIARIES

### *Self-Certified Syndicate Banks (SCSB's)*

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

### *Eligible SCSBs as Sponsor Banks 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 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders may only apply through mobile applications using UPI handles or through SCSBs whose names appear on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>), which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism, is provided as 'Annexure A' for SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> for SCSBs and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43> for applications or at such other websites as may be prescribed by SEBI from time to time.



### ***Syndicate SCSB Branches***

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

### ***Registered Brokers***

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

### ***Registrar to the Offer 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 SEBI i.e. (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>), respectively, as updated from time to time.

### ***Collecting Depository Participants***

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI on (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) from time to time.

## **STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES**

Since, Indorient Financial Services Limited is the sole Book Running Lead Manager to this Offer, a statement of inter se allocation of responsibilities amongst Book Running Lead Manager is not applicable.

## **CREDIT RATING**

As this is an Offer of Equity Shares, there is no credit rating required for the Offer.

## **IPO GRADING**

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

## **EXPERT OPINION**

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

Our Company has received written consent dated September 15, 2024 from the Statutory Auditors namely, M/s. A P Sanzgiri & Co, Chartered Accountant to include their name as an “expert” as required under Section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations and 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 September 05, 2024 and the Statement of Special Tax Benefits dated September 15, 2024, 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 U.S. Securities Act.

## **GREEN SHOE OPTION**

No green shoe option is contemplated under the Offer.

## **DEBENTURE TRUSTEES**

This is an Offer of Equity Shares hence appointment of debenture trustees is not required.

## MONITORING AGENCY

As per Regulation 262 (1) of the SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Offer size is below ₹10,000 Lakhs. Since the Offer size is below ₹10,000 Lakhs, our Company has not appointed any monitoring agency for this Offer. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Offer.

## APPRAISAL AGENCY

The objects of the Offer and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

## TYPE OF OFFER

The present Offer is considered to be 100% Book Building Process.

## FILING OF DRAFT RED HERRING PROSPECTUS

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block- G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI ICDR Regulations. Pursuant to Regulation 246(5) of SEBI ICDR Regulations and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus/ Prospectus, along with the documents required to be filed under Sections 26 & 32 of the Companies Act, 2013 will be filed to the RoC Office situated at Registrar of Companies, Mumbai, Maharashtra at 100, Everest, Marine Drive, Mumbai- 400002, Maharashtra, India.

## Book Building Process

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

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

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

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

consultation with the BRLM and the Designated Stock Exchange.

**All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until 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.**

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. Additionally, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, Non-Institutional Bidders with an application size of up to ₹5 lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Member, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details in this regards, specific attention are invited to the section titled “Offer Procedure” beginning on page 301 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “Offer Procedure” on page 301 of this Draft Red Herring Prospectus

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

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

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

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “Offer Procedure” on 301 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these

parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.

- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form

## BID/OFFER PROGRAMME

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

EVENT	INDICATIVE DATE
Bid/ Offer Opening Date <sup>(1)</sup>	[●]
Bid/ Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment/ Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

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

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

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

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

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Offer Closing Date. Allocation to Retail Individual Applicants, in this Offer will be on a proportionate basis

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

## UNDERWRITING AGREEMENT

Our Company and the Book Running Lead Manager to the Offer hereby confirm that, this Offer is 100% underwritten by the Underwriter.

Pursuant to the terms of the Underwriting Agreement dated September 6, 2024, obligations of the Underwriter are subject to certain conditions specified therein.

The Underwriter has indicated its intention to underwrite the following number of Equity Shares being offered through this Offer:

Details of the Underwriter	No. of shares Underwritten*	Amount Underwritten (₹ in Lakhs)	% of the Total Offer Size Underwritten
<b>INDORIENT FINANCIAL SERVICES LIMITED</b> B/805, Rustomjee Central Park, Andheri Kurla Road, Chakala, Mumbai – 400093, Maharashtra, India. <b>Tel No.:</b> +91-79772 12186 <b>E-mail:</b> compliance-ifs@indorient.in <b>Investor Grievance Email:</b> wecare@indorient.in <b>Website:</b> www.indorient.in <b>Contact Person:</b> Mr. Ivor Anil Misquith <b>SEBI Registration No.:</b> INM000012661 <b>CIN:</b> U67190DL1993PLC052085	Upto 62,50,800	[●]	100

*\*Includes 3,13,200 Equity shares for cash of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.*

As per Regulation 260 of SEBI ICDR Regulations, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Offer out of its own account.

In the opinion of the Board, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective underwriting obligations in full.

### Changes in Auditors during last 3 Years

M/s. A P Sanzgiri & Co are appointed as Peer Review Auditors of our Company in compliance with Regulation 229 (3) (b) of Chapter IX of SEBI ICDR Regulations and hold a valid peer review certificate no. 014344 dated June 28, 2022 issued by the “Peer Review Board” of the ICAI.

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

Sr. No.	Particulars of Auditor	Date of change	Reason
1.	<b>M/s. A P Sanzgiri &amp; Co</b> Chartered Accountants Block No. 20, Unit No. 159, Anand Nagar Lane, Behind Vakola Police Station, Santacruz (East), Mumbai - 400 055, India. <b>Tel:</b> +91 9076307777/9076306666 <b>E-mail:</b> sonali@ca-aps.in <b>Website:</b> www.ca-aps.com <b>Contact Person:</b> Ms Sonali Patil <b>Firm Registration No:</b> 116293W <b>Membership No:</b> 135516 <b>Peer Review Certificate No:</b> 014344	November 30, 2021	Appointment as the Statutory Auditors of the Company

### WITHDRAWAL OF THE OFFER

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Offer at any time before the Bid/ Offer Opening Date without assigning any reason thereof.

If our Company withdraws the Offer any time after the Bid/ Offer Opening Date but before the allotment of Equity Shares,

a public notice within 2 (two) Working Days of the Bid/ Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Offer advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) Working Day from the day of receipt of such instruction.

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

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the filing of Red Herring Prospectus and Prospectus with RoC.

#### **DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER**

Our Company has entered into Market Making Agreement dated September 06, 2024 with the Book Running Lead Manager and Market Maker to fulfill the obligations of Market Making.

<b>Name</b>	Alacrity Securities Limited
<b>Registered Office Address</b>	101-102/B, Hari Darshan, Bhogilal Fadia Road, Kandivali West, Mumbai – 400067
<b>Tel No.</b>	022-69527500
<b>E-mail</b>	alacritysec@gmail.com
<b>Website</b>	www.alacritysec.com
<b>Contact Person</b>	Kishore V. Shah
<b>SEBI Registration</b>	INZ000215936
<b>CIN</b>	L99999MH1994PLC083912
<b>NSE Market Maker Registration No.</b>	NSE/MEM/09098

#### **Market Maker Registration No. (SME Segment of NSE – NSE EMERGE):**

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

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

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

- (i) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the trading hours in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- (ii) The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE Emerge (SME platform of NSE) and SEBI from time to time.
- (iii) The minimum depth of the quote shall be ₹1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- (iv) The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the NSE Emerge (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the NSE Emerge from time to time).
- (v) After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Equity Shares of Market Maker in our company reaches to 25% of Offer Size. Any Equity Shares allotted

to Market Maker under this Offer over and above 25% of Offer Size would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing 2 way quotes.

- (vi) There shall be no exemption/ threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- (vii) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- (viii) There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- (ix) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- (x) The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- (xi) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Stock Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Stock Exchange for deciding controllable and non-controllable reasons would be final.
- (xii) The Market Maker(s) shall have the right to terminate said arrangement by giving a 3 (three) months’ notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI ICDR Regulations, as amended. Further our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 A.M. to 5.00 P.M. on working days.
- (xiii) **Risk containment measures and monitoring for Market Makers:** NSE Emerge will have all margins, which are applicable on NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- (xiv) **Punitive Action in case of default by Market Makers:** NSE Emerge will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- (xv) **Price Band and Spreads:** The price band shall be between 5% to 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- (xvi) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Offer size and as follows:

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

The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for offer size up to ₹ 25000 lakhs, the applicable price bands for the first day shall be:

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

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

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

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



## SECTION VI: CAPITAL STRUCTURE

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

(in ₹, except share data)

Sr. No.	Particulars	Aggregate value at face value (₹)	Aggregate value at Offer Price (₹)
<b>A.</b>	<b>AUTHORIZED SHARE CAPITAL<sup>(1)</sup></b>		
	3,00,00,000 Equity Shares having face value of ₹ 5/- each	15,00,00,000	-
<b>B.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER</b>		
	1,79,12,426 Equity Shares having face value of ₹5/- each	8,95,62,130	-
<b>C.</b>	<b>PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>		
	Offer of up to 62,50,800 Equity Shares of face value of ₹ 5/- each*	[●]	[●]
	<i>Of Which:</i>		
	Fresh Issue up to 54,38,400 Equity Shares having Face Value of ₹ 5/- each <sup>(2)</sup>	[●]	[●]
	Offer for Sale of up to 8,12,400 Equity Shares of face value of ₹ 5/- each by the Selling Shareholders <sup>(2) (3)</sup>	[●]	[●]
	<i>Consisting:</i>		
<b>D.</b>	<b>Reservation for Market Maker –</b> 3,13,200 Equity Shares reserved as Market Maker Reservation Portion at a price of ₹ [●] per Equity Share	[●]	[●]
<b>E.</b>	<b>Net Offer to the Public –</b> [●] Equity Shares at a price of ₹ [●] per Equity Share <i>Of the Net Offer to the Public:<sup>(4)</sup></i>	[●]	[●]
	At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
	At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. Of which shall be allocated to mutual funds.	[●]	[●]
<b>F.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER</b>		
	[●] Equity Shares of face value of ₹ 5/- each (assuming full subscription in the Offer)		[●]
<b>G.</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Offer (as on date of this Draft Red Herring Prospectus) <sup>(5)</sup>	9,04,71,744	
	After the Offer		[●]

\*To be updated upon finalization of the Offer Price.

- (1) For details in relation to the changes in the authorised share capital of our Company, please refer the section titled 'History and Certain Other Corporate Matters – Amendments to the Memorandum of Association' beginning on page 155 of this Draft Red Herring Prospectus.
- (2) The Offer has been authorised by our Board vide a resolution passed at its meeting held on September 04, 2024 and by the shareholders of our Company vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the EGM held on September 04, 2024.
- (3) Each Selling Shareholder confirms that their respective portion of the Offered Shares have been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus with SEBI and are eligible in accordance with the SEBI ICDR Regulations. Each of the Selling Shareholders confirms compliance with and will

comply with the conditions of the SEBI ICDR Regulations, to the extent applicable. For details of the authorization of each of the Selling Shareholders in relation to their respective Offered Shares, see "The Offer" on page 62.

(4) For detailed information on the Net Offer and its allocation various categories, please refer the section titled 'The Offer' beginning on page 62 of this Draft Red Herring Prospectus.

(5) Amount is Unaudited

## Class of the Shares

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 5/- each. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

Except employee stock options granted pursuant to the EMA ESOS 2024, there are no outstanding convertible securities or any warrant, option or right to convert a debenture, loan or other instrument which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

## NOTES TO CAPITAL STRUCTURE

### 1. Details of changes in authorised share capital:

Since the incorporation of our Company, the authorised share capital of our Company has been altered in the manner set forth below:

Particulars of change		Date of Shareholders Meeting	AGM/EGM
From	To		
The authorized share capital of our Company on incorporation comprised of ₹ 5,00,000/- consisting of 5,00,000 Equity Shares of ₹ 1/- each.		On Incorporation	—
₹ 5,00,000/- consisting of 5,00,000 Equity Shares of ₹ 1/- each	₹ 15,00,00,000 consisting of 15,00,00,000 Equity Shares of ₹ 1/- each	July 10, 2024	AGM
₹ 15,00,00,000/- consisting of 15,00,00,000 Equity Shares of ₹ 1/- each	₹ 15,00,00,000/- consisting of 300,00,000 Equity Shares of ₹ 5/- each	July 10, 2024	AGM

### 2. History of Share capital of our Company

#### (a) Equity Shares capital

The history of the Equity Share capital of our Company is set forth in the table below:

Sr. No.	Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹) including Premium	Total Consideration (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share Capital (₹)
1.	Incorporation	1,00,000	1	1	1,00,000	Cash	Initial subscription to MOA	1,00,000	1,00,000
2.	September 07, 2006	26,760	1	1	26,760	Cash	Further Issue	1,26,760	1,26,760
3.	October 17, 2007	3,73,240	1	1	3,73,240	Cash	Further Issue	5,00,000	5,00,000
4.	August 29, 2022	(77,150)	1	263.01*	2,02,91,000	Cash	Buyback	4,22,850	4,22,850
Pursuant to a resolution of our Board dated July 09, 2024 and Shareholders' resolution dated July 10, 2024, equity shares of face value of ₹ 1/- each of our Company were consolidated into equity shares of face value of ₹ 5/- each. Consequently, the issued and subscribed share capital of our Company comprising 4,22,850 equity shares of face value of ₹ 1/- each was consolidated into 84,570 equity shares of face value of ₹ 5/- each.									
5.	August 17, 2024	1,69,14,000	5	NA	NA	NA	Bonus Issue	1,69,98,570	8,49,92,850
6.	September 02, 2024	9,13,856	5	104	9,50,41,024	Cash	Private Placement	1,79,12,426	8,95,62,130

\*Rounded off to two decimals

**Equity Shares:**

- (1) Initial subscribers to Memorandum of Association subscribed 1,00,000 Equity Shares at par as per the details given below:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Krishnan Sudarshan	50,000
2.	Subramanian Krishnaprakash	50,000
	<b>Total</b>	<b>1,00,000</b>

- (2) Further Issue of 26,760 Equity Shares of face value of ₹1/- each issued at par as per the details given below:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Krishnan Sudarshan	24,084
2.	Shekhar Ganapathy	2,676
	<b>Total</b>	<b>26,760</b>

- (3) Further Issue of 3,73,240 Equity Shares of face value of ₹1/- each issued at par as per the details given below:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Krishnan Sudarshan	2,50,916
2.	Subramanian Krishnaprakash	85,000
3.	Shekhar Ganapathy	37,324
	<b>Total</b>	<b>3,73,240</b>

- (4) Buyback of 77,150 Equity Shares of face value of ₹1/- each bought back at a premium of ₹ 263.01\* per Equity Shares as per the details given below:

Sr. No.	Name of allottee	No. of Equity Shares allotted
1.	Subramanian Krishnaprakash	77,150

*\*Rounded off to two decimals*

- (5) Bonus allotment of 1,69,14,000 Equity Shares by way of bonus issue to the existing shareholders in the ratio of 200 Equity Shares for every 1 Equity Share held by capitalizing ₹ 8,49,92,850 out of the free reserves of our Company and pursuant to the approvals received from shareholders of our Company vide resolution dated July 10, 2024. The details of the allotment are as follows:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Krishnan Sudarshan	1,30,19,600
2.	Subramanian Krishnaprakash	20,14,000
3.	Shekhar Ganapathy	15,60,000
4.	Sangeetha Sudarshan	2,20,000
5.	S Viswanathan	1,00,000
6.	Milind Niwate	200
7.	Ravi Swamy	200
	<b>Total</b>	<b>1,69,14,000</b>

- (6) Private Placement of 9,13,856 Equity Shares of face value of ₹ 5/- each issued at premium of ₹ 99/- as per the details given below:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Sanjeev Vadilal Shah	22,322
2.	Rajiv Vadilal Shah	22,322

3.	Krishan Kant Rathi	22,322
4.	Nelakurti Chenna Reddy	22,322
5.	D Prasanth	17,858
6.	Jaipur Securities Private Limited	22,322
7.	Rajat Kumar Jain	11,161
8.	Prakash Kulathu Iyer	11,161
9.	Arun Dasmahapatra	8,929
10.	Ajay T Jaisinghani	44,643
11.	Ritika Nikhil Jaisinghani	1,33,929
12.	Reet Manish Bhambhani	22,322
13.	Sanjeev Das	22,322
14.	Gopinadhan Kuttiyil Gopalakrishna Pillai	8,929
15.	Utpal Das	5,358
16.	Poornima K Prabhu	13,393
17.	Manoj Valikkodath Chacko	22,322
18.	Negen Undiscovered Value Fund	1,78,572
19.	Sankarappa Subburaj	22,322
20.	Premal Jogendra Thakker	8,929
21.	Madhu Rakesh Gupta	13,393
22.	Jennifer Anand	22,322
23.	Ravindra Babu Garikipati	22,322
24.	Jeet H Bharani	22,322
25.	A. Ramachandran	22,322
26.	Ajit Niranjana Hingorani	11,161
27.	Rachna Sanjay Jog	22,322
28.	Aanchal Mishra	8,929
29.	Srinivas Chunduru	22,322
30.	Devendra Chawla	22,322
31.	Bhanwar Lal Chandak	22,322
32.	Sricharanya Subramaniam	22,322
33.	Megha Manish Dhanuka	13,393
34.	Amarjeet Dutta	22,322
	<b>Total</b>	<b>9,13,856</b>

**(b) Preference Share Capital**

Our Company does not have any outstanding preference shares, as on the date of this Draft Red Herring Prospectus.

**3. Issue of shares for consideration other than cash or out of revaluation of reserves**

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

Date of Allotment	Number of Equity Shares	Face value per equity share (₹)	Issue Price per equity share (₹)	Reason for Allotment	Benefits Accrued to our Company	Name of the Allottees	No. of shares Allotted
August 17, 2024	1,69,14,000	5/-	NA	Bonus in the ratio of 200:1 i.e., 200 Equity Shares for every 1 Equity Shares held	Capitalization of Reserves & Surplus	Krishnan Sudarshan	1,30,19,600
						Subramanian Krishnaprakash	20,14,000
						Shekhar Ganapathy	15,60,000
						Sangeetha Sudarshan	2,20,000
						S Viswanathan	1,00,000
						Milind Niwate	200
						Ravi Swamy	200

#### 4. Issue of Equity Shares at a price lower than the Offer Price in the last 1 (one) year

Except as mentioned above in sub point number (5) and (6) of 2(a) of ‘Notes to Capital Structure - History of Share capital of our Company’, we have not issued any Equity Shares at price below Offer Price within last 1 year from the date of this Draft Red Herring Prospectus.

#### 5. Issue of equity shares having superior voting rights

Our Company has not issued any equity shares having superior voting rights compared to all other Equity Shares issued, as on the date of this Draft Red Herring Prospectus.

#### 6. Issue of Equity Shares pursuant to schemes of arrangement

No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-240 of the Companies Act, 2013 as on the date of this Draft Red Herring Prospectus.

#### 7. Build-up of Promoter’s shareholding, Promoter’s contribution and lock-in

##### (i) Build-up of Promoter’s shareholding

As on the date of this Draft Red Herring Prospectus, our Promoters hold an aggregate of 1,51,08,768 Equity Shares, aggregating to 84.35% of the issued, subscribed and paid-up Equity Share capital of our Company. For further details, see “Our Promoter and Promoter Group” on page 192 of this Draft Red Herring Prospectus.:

Nature of transaction	Nature of consideration	Date of allotment/ Transfer	No. of equity shares allotted/ transferred	No. of cumulative equity shares	Face Value per Equity Share (₹)	Price per Equity Share (₹)	Percentage of the pre-Offer capital (%) #	Percentage of the post-Offer capital (%)
<b>(1) Krishnan Sudarshan</b>								
Subscriber to MOA	Cash	September 09, 2003	50,000	50,000	1	1	0.06	[●]
Allotment	Cash	September 07, 2006	24,084	74,084	1	1	0.03	[●]
Allotment	Cash	October 17, 2007	2,50,916	3,25,000	1	1	0.28	[●]
Transfer	Cash	January 15, 2008	(5,000)	3,20,000	1	1	(0.01)	[●]
Transfer	Cash	January 15, 2008	(500)	3,19,500	1	1	(Negligible)	[●]
Transfer	Cash	January 15, 2008	(5,000)	3,14,500	1	1	(0.01)	[●]
Transfer	Cash	June 11, 2024	10,998	3,25,498	1	1,000	0.01	[●]
Transfer	Cash	July 10, 2024	(4)	3,25,494	1	1,000	Negligible	[●]
Transfer	Cash	July 10, 2024	(4)	3,25,490	1	1,000	Negligible	[●]
Pursuant to a resolution of our Board passed in their meeting held on July 09, 2024 and Shareholders’ resolution passed in the EGM held on July 10, 2024, the equity shares of face value of ₹ 1/- each of our Company were consolidated into equity shares of face value of ₹ 5/- each, accordingly, 3,25,490 equity shares of ₹ 1/- each allotted to our Promoter were consolidated into 65,098 Equity Shares of ₹ 5/- each.								
Consolidation <sup>^</sup>	NA	July 10, 2024	NA	65,098	5	NA	NA	[●]
Allotment	Bonus	August 17, 2024	1,30,19,600	1,30,84,698	5	NA	72.68	[●]
<b>(2) Subramanian Krishnaprakash</b>								
Subscriber to MOA	Cash	September 09, 2003	50,000	50,000	1	1	0.06	[●]
Allotment	Cash	October 17, 2007	85,000	1,35,000	1	1	0.09	[●]
Transfer	Cash	January 15, 2008	(5,000)	1,30,000	1	1	(0.01)	[●]
Transfer	Cash	January 15, 2008	(500)	1,29,500	1	1	Negligible	[●]
Transfer	Cash	January 15, 2008	(2000)	1,27,500	1	1	Negligible	[●]
Buyback	Cash	August 29, 2022	(77,150)	50,350	1	263.01	(0.09)	[●]
Pursuant to a resolution of our Board passed in their meeting held on July 09, 2024 and Shareholders’ resolution passed in the EGM held on July 10, 2024, the equity shares of face value of ₹ 1/- each of our Company were consolidated into equity shares of face value of ₹ 5/- each, accordingly, 50,350 equity shares of ₹ 1/- each allotted to our Promoter were consolidated into 10,070 Equity Shares of ₹ 5/- each.								
Consolidation <sup>^</sup>	NA	July 10, 2024	NA	10,070	5	NA	NA	[●]
Allotment	Bonus	August 17, 2024	20,14,000	20,24,070	5	NA	11.24	[●]

#The percentage of pre-Offer capital has been calculated after taking the effect of consolidation of equity shares of face value of ₹ 1/- each to equity shares of face value of ₹ 5/- each on the cumulative equity shares held.

^ Pursuant to a resolution of our Board dated July 09, 2024 and Shareholders' resolution dated July 10, 2024, equity shares of face value of ₹ 1/- each of our Company were consolidated into equity shares of face value of ₹ 5/- each. Consequently, the issued and subscribed share capital of our Company comprising 4,22,850 equity shares of face value of ₹ 1/- each was consolidated into 84,570 equity shares of face value of ₹ 5/- each.

Our Promoters have confirmed to our Company and the Book Running Lead Manager that the Equity Shares held by our Promoters have been financed from their owned funds and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

(ii) **Details of Promoters' contribution locked in for 3 years:**

Pursuant to Regulation 236 and Regulation 238 of SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter (assuming full conversion of vested options, if any, under the EMA ESOS 2024) shall be considered as minimum Promoters' contribution ("**Minimum Promoters Contribution**") and shall be locked-in for a period of 3 years from the date of Allotment. Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment. The lock-in of the Minimum Promoters Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Designated Stock Exchange before listing of the Equity Shares.

All the Equity Shares of our Company held by our Promoters and the Promoter Group are in dematerialized form. Our Promoters have consented to the inclusion of such number of the Equity Shares held by them, in aggregate, as may constitute 20% of the post-Offer capital of our Company as Promoters' contribution and the Equity Shares proposed to form part of Promoters' contribution subject to lock-in shall not be disposed of / sold / transferred / pledged or otherwise disposed of in any manner by our Promoters during the period starting from the date of filing this Draft Red Herring Prospectus with the Stock Exchange until the date of commencement of the lock-in period.

Accordingly, Equity Shares aggregating to 20% of the post-Offer capital of our Company, held by our Promoter shall be locked-in for a period of 3 years from the date of Allotment in the Offer as follows:

Name of the Promoter(s)	Date when Fully Paid-up	Date of allotment of Equity Shares / Date of Transfer of Equity Shares/	Nature of allotment	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	% of pre-Offer shareholding	% of post-Offer shareholding	Number of Equity Shares locked-in and Date up to which Equity Shares are subject to lock-in
Krishnan Sudarshan	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Subramanian Krishnaprakash	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>TOTAL</b>	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as promoters' under the SEBI ICDR Regulations.

The Equity Shares that are being locked in are not ineligible for computation of Promoter's contribution in terms of Regulation 237 of the SEBI ICDR Regulations. In connection, our Company hereby confirms that the Equity Shares locked-in do not consist of:

- Equity Shares acquired during the preceding 3 years from the date of filing this Draft Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted

- from a bonus shares issued out of revaluations reserves or unrealized profits of our Company or bonus issue against Equity Shares which are otherwise ineligible for computation of Promoter's Contribution;
- b) Equity Shares acquired during the preceding 1 year from the date of filing this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
  - c) Equity Shares held by our Promoters and offered for minimum Promoters' contribution which are subject to any pledge; and
  - d) Equity Shares for which specific written consent has not been obtained from the respective Promoters for inclusion of their subscription in the Promoters' Contribution subject to lock-in.

**(iii) Details of Equity Shares locked-in for 1 year**

In terms of Regulation 238 (b) and 239 of the SEBI ICDR Regulations other than the Equity Shares held by our Promoters for the Minimum Promoter's Contribution, which will be locked-in as minimum Promoters' contribution for 3 years, all the pre-Offer Equity Shares shall be subject to lock-in for a period of 1 year from the date of Allotment except for any Equity Shares held by the employees (whether currently employees or not) of our Company which have been or will be allotted to them under the EMA ESOS 2024, prior to the Offer, except as required under applicable law.

**(iv) Other requirements in respect of lock-in**

**a) Inscription or Recording of non-transferability:**

In terms of Regulation 241 of the SEBI ICDR Regulations, our Company shall ensure that the lock in is recorded by the Depositories for pre-IPO Equity Shares which are in dematerialized form.

**b) Pledge of Locked-in Equity Shares:**

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

- i. If the Equity Shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the Issuer or its Subsidiary for the purpose of financing one or more of the objects of the Offer and pledge of Equity Shares is one of the terms of sanction of the loan;
- ii. If the Equity Shares are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

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

**c) Transfer of Locked-in Equity Shares:**

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

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

## 8. Our Shareholding Pattern

The table below represents the shareholding pattern of our Company as per Regulation 31 of SEBI Listing Regulations:

Summary of Shareholding Pattern as on date of this Draft Red Herring Prospectus:

Category	Category of shareholder	No. of shareholders	No. of fully paid up Equity Shares held	No. of Partly paid-up Equity Shares held	No. of shares underlying Depository Receipt	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities			No. of shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) As a % of (A+B+C)	No. of Locked in shares		No. of Shares or pledged or otherwise encumbered		No. of Equity Shares held in dematerialized form
								Class: Equity Shares	No. of Voting Rights	Total			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV) + (V) + (VI)	(VIII)	(IX)			(X)	(XI) = (VII)+(X)	(XII)		(XIII)		(XIV)
(A)	Promoter and Promoter Group	4	1,54,30,368	---	---	1,54,30,368	86.14	1,54,30,368	1,54,30,368	86.14	---	---	---	---	---	---	1,54,30,368
(B)	Public	37	24,82,058	---	---	24,82,058	13.86	24,82,058	24,82,058	13.86	---	---	---	---	---	---	24,82,058
(C)	Non Promoter- Non Public	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---
(C1)	Shares underlying DRs	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---
(C2)	Shares held by Employee Trusts	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---
	<b>Total</b>	<b>41</b>	<b>1,79,12,426</b>	---	---	<b>1,79,12,426</b>	<b>100</b>	<b>1,79,12,426</b>	<b>1,79,12,426</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	---	---	---	---	<b>1,79,12,426</b>

Note:

- As on the date of this Draft Red Herring Prospectus 1 Equity Share holds 1 vote.
- PAN of the shareholders have been provided by our Company prior to listing of Equity Shares on the Designated Stock Exchange.
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, 1 day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the website of the NSE before commencement of trading of such Equity Shares.
- The term "Encumbrance" has the same meaning as assigned under Regulation 28(3) of SEBI SAST Regulations.
- All pre-IPO Equity Shares of our Company will be locked-in prior to listing of Equity Shares on SME Platform of NSE.



## 9. Details of Equity Shares held by our Directors, Key Managerial Personnel and Senior Management

(a) Except as set out below, none of the Directors or Key Managerial Personnel or Senior Management of our Company are holding any Equity Shares and employee stock options in our Company:

Sr. No.	Name	Designation	No. of Equity Shares	% of the pre-Offer Equity Share capital	Number of employee stock options outstanding	% of the post-Offer expanded Equity Share capital
1.	Krishnan Sudarshan	Chairman & MD	1,30,84,698	73.05	Nil	[●]
2.	Subramanian Krishnaprakash	Whole Time Director	20,24,070	11.30	Nil	[●]
3.	Shekhar Ganapathy	Non Executive Director	15,67,800	8.75	Nil	[●]
4.	Rajat Kumar Jain	Independent Director	11,161	0.06	Nil	[●]
5.	Arun Dasmahapatra	Independent Director	8,929	0.05	Nil	[●]
6.	Manishkumar Anjanikumar Dhanuka	Group CFO	Nil	Nil	60,000	Nil
7.	A Ramachandran	CEO of Reccloud	22,322	0.12	2,50,000	[●]
8.	Reet Manish Bhambhani	Managing Partner and Chief Operating Officer at EMA Executive Search	22,322	0.12	2,50,000	[●]
9.	Amarjeet Dutta	Managing Partner at EMA Executive Search (Dubai)	22,322	0.12	2,00,000	[●]
10.	Sanjeev Das	Partner at EMA Executive Search	22,322	0.12	1,00,000	[●]
11.	Gopinadhan K G	Partner at EMA Executive Search	8,929	0.05	1,00,000	[●]
<b>Total</b>			<b>1,67,94,875</b>	<b>93.76</b>	<b>9,00,000</b>	<b>[●]</b>

## 10. Acquisition and sale/transfer of Equity Shares by our Promoters, Promoter Group, our Directors and their relatives in last 6 months:

Except as disclosed below, none of the members of the Promoter Group, the Promoters, or the Directors and 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:

Date of acquisition /allotment/ transfer	Name	Category	Number of Equity Shares acquired/allotted/transferred	Face Value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of transaction
June 11, 2024	Krishnan Sudarshan	Chairman, MD & Promoter	10,998	1	1000	Acquisition
June 11, 2024	Shekhar Ganapathy	Non Executive Director	10,998	1	1000	Transfer of shares to Krishnan Sudarshan
July 10, 2024	Krishnan Sudarshan	Chairman, MD & Promoter	4	1	1000	Transfer of shares to Ravi Swamy
July 10, 2024	Krishnan Sudarshan	Chairman, MD & Promoter	4	1	1000	Transfer of shares to Milind Niwate
August 17, 2024	Krishnan Sudarshan	Chairman, MD & Promoter	1,30,19,600	5	NA	Bonus Issue
	Subramanian Krishnaprakash	Whole Time Director & Promoter	20,14,000			
	Shekhar Ganapathy	Non Executive Director	15,60,000			
	Sangeetha Sudarshan	Promoter Group	2,20,000			
	S Vishwanathan	Promoter Group	1,00,000			
September 02, 2024	Rajat Kumar Jain	Independent Director	11,161	5	104	Private Placement
	Arun Dasmahapatra	Independent Director	8,929	5	104	
	Ajit Niranjana Hingorani	Relative of Independent Director	11,161	5	104	

11. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Name of our Promoters	No. of Equity Shares held	Average cost of acquisition (in ₹)
Krishnan Sudarshan	1,30,84,698	0.86
Subramanian Krishnaprakash	20,24,070	0.02

12. None of the Equity Shares of our Company are subject to any pledge as on the date of this Draft Red Herring Prospectus.

13. There are no other persons belonging to the category “Person Acting in Concert” who are holding the Equity Shares of our Company more than 5% of the total number of shares as on the date of this Draft Red Herring Prospectus.

14. Except as disclosed below, there are no persons belonging to the category “Public” who are holding the Equity Shares of our Company more than 1% of the total number of shares as on the date of this Draft Red Herring Prospectus.

Name of Shareholders	Number of Equity Shares of face value of ₹ 5/- each held	% of the pre-Offer paid-up Equity Share Capital
Shekhar Ganapathy	15,67,800	8.75
<b>Total</b>	<b>15,67,800</b>	<b>8.75</b>

**15. Details of Major Shareholders**

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

Name of Shareholders	Number of Equity Shares of face value of ₹ 5/- each held	Pre-Offer
		% of paid-up Equity Share Capital
Krishnan Sudarshan	1,30,84,698	73.05
Subramanian Krishnaprakash	20,24,070	11.30
Shekhar Ganapathy	15,67,800	8.75
Sangeetha Sudarshan	2,21,100	1.23
Negen Undiscovered Value Fund	1,78,572	1.00

- b) List of shareholders holding 1% or more of the Paid-up Capital of our Company as on a date 10 days prior to the date of the Draft Red Herring Prospectus:

Name of Shareholders	Number of Equity Shares of face value ₹ 5/- each held	Pre-Offer
		% of paid-up Equity Share Capital
Krishnan Sudarshan	1,30,84,698	73.05
Subramanian Krishnaprakash	20,24,070	11.30
Shekhar Ganapathy	15,67,800	8.75
Sangeetha Sudarshan	2,21,100	1.23
Negen Undiscovered Value Fund	1,78,572	1.00

- c) List of shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on a date 1 year prior to the date of the Draft Red Herring Prospectus.

Name of Shareholders	Number of Equity Shares of face value ₹ 1 each held	Pre-Offer
		% of paid-up Equity Share Capital
Krishnan Sudarshan	3,14,500	74.38
Subramanian Krishnaprakash	50,350	11.91
Shekhar Ganapathy	50,000	11.82
Sangeetha Sudarshan	5,500	1.30

- d) List of shareholders holding 1% or more of the paid-up Equity Share capital of our Company 2 years prior to the date of filing of this Draft Red Herring Prospectus:

Name of Shareholders	Number of Equity Shares of face value ₹ 1 each held	Pre-Offer
		% of paid-up Equity Share Capital
Krishnan Sudarshan	3,14,500	74.38
Subramanian Krishnaprakash	50,350	11.91
Shekhar Ganapathy	50,000	11.82
Sangeetha Sudarshan	5,500	1.30

## 16. EMA ESOS 2024

Our Company pursuant to the resolutions passed by our Board on August 21, 2024 and Members on August 23, 2024, has adopted the EMA ESOS 2024. Our Company may grant an aggregate number of upto 15,00,000 employee stock options under the EMA ESOS 2024. Upon exercise and payment of the exercise price, the option holder will be entitled to be allotted 15,00,000 Equity Shares per employee stock option. Accordingly, the number of Equity Shares that may be issued under the EMA ESOS 2024 shall not exceed 15,00,000 equity shares of face value of ₹ 5/- each. The EMA ESOS 2024 is effective from August 23, 2024. The objectives of EMA ESOS 2024 are, among others, to enable the employees, present and future, to share the wealth that they help to create for the organisation over certain period of time.

The EMA ESOS 2024 has been framed in compliance with the SEBI SBEBSE Regulations. As on the date of this Draft Red Herring Prospectus an aggregate of 11,60,000 options have been granted by our Company under the EMA ESOS 2024.

The details of the EMA ESOS 2024 are as follows:

Particulars	Details	
Options granted	11,60,000	
Exercise price on options (in ₹)	₹ 75/- per employee stock option	
Vesting period	Options granted under EMA ESOS 2024 would vest not earlier than one year and not later than four years from the date of Grant of such Options	
Options vested and not exercised	Nil	
Options exercised	Nil	
The total number of Equity Shares arising as a result of exercise of options	11,60,000 assuming all grants are accepted and exercised. As on the date of Draft Red Herring Prospectus, no options have been exercised	
Options forfeited/lapsed	Nil	
Variation of terms of options	Nil	
Money realized by exercise of options	Nil	
Total number of options in force as of September 16, 2024	11,60,000	
Employee-wise detail of options granted to:		
i. Key Managerial Personnel	<b>Name of the KMP</b>	<b>No. of options</b>
	Manishkumar	60,000
	Anjanikumar Dhanuka	
	<b>Total</b>	<b>60,000</b>
ii. Senior Managerial Personnel	<b>Name of the SMP</b>	<b>No. of options</b>
	A Ramachandran	2,50,000
	Reet Manish Bhambhani	2,50,000
	Amarjeet Dutta	2,00,000
	Sanjeev Das	1,00,000

	Gopinadhan K G	1,00,000	
	<b>Total</b>	<b>9,00,000</b>	
iii. 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.	None		
iv. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	<b>Name of the employee</b>	<b>No. of options</b>	<b>%</b>
	A Ramachandran	250,000	1.40
	Reet Manish Bhambhani	250,000	1.40
	Amarjeet Dutta	200,000	1.12
	<b>Total</b>	<b>700,000</b>	<b>3.91</b>
Fully diluted Earnings per Equity Share (face value of ₹ 5/- per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with applicable Accounting Standard for 'Earnings per Share'	Not Applicable since no options had been granted, vested or exercised as on March 31, 2024		
Lock-in	None		
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 of ₹ 5/- per Equity Share)	Not Applicable, since no options have been granted, vested or exercised as on March 31, 2024. Further, the employee compensation cost will be calculated on the basis of fair value of stock options		
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	Fair Value Method		
Impact on profit and Earnings per Equity Share – (face value of ₹ 5/- per Equity Share) of the last 3 years if the accounting policies prescribed in the SEBI SBEBSE Regulations had been followed in respect of options granted in the last 3 years	Not Applicable since no options have been granted, vested or exercised as on March 31, 2024		
Intention of the Key managerial personnel and Whole Time Directors who are holders of Equity Shares allotted on exercise of options granted to sell their Equity Shares within 3 months after the date of listing of Equity Shares pursuant to the Offer	Not Applicable since no options have been vested as on the date of this Draft Red Herring Prospectus		
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 no options have been vested as on the date of this Draft Red Herring Prospectus		

17. Neither the Book Running Lead Manager nor their associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus.

18. There are no Equity Shares against which depository receipts have been issued.
19. Except for Equity Shares that may be allotted pursuant to the conversion of employee stock options granted under the EMA ESOS 2024 the Equity Shares Allotted pursuant to the Offer, there will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of Equity Shares on the Designated Stock Exchange pursuant to this Offer.
20. Our Company presently does not have any intention or proposal and is not under negotiations or considerations to alter our capital structure for a period of 6 months from the date of opening of the Offer, by way of split/ consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on rights issue basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise. Provided, however, that the foregoing restrictions do not apply to: (a) the issuance of any Equity Shares under the Offer; and (b) any issuance, pursuant to the exercise of employee stock options under the EMA ESOS 2024. Provided further that if our Company enters into acquisition(s) or Joint Venture(s) or if the business needs otherwise arise, we may, subject to necessary approvals, consider raising additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such Joint Ventures or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by our Board to be in the interest of our Company.
21. There have been no financing arrangements whereby our Promoters, Promoter Group, Directors or 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 any such entity / individual or otherwise, during the period of 6 months immediately preceding the date of filing of this Draft Red Herring Prospectus.
22. Our Company, Promoters, Directors and the Book Running Lead Manager have not entered into any buy-back or standby or similar arrangements for the purchase of Equity Shares being offered through the Offer from any person.
23. An over-subscription to the extent of 10% of the Net Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the Allotment subject to minimum Allotment, which is the minimum application size. Consequently, the actual Allotment may go up by a maximum of 10% of the Net Offer, as a result of which, the post-Offer paid-up capital after the Offer would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock-in shall be suitably increased; so as to ensure that a minimum of 20% of the post-Offer paid-up capital is locked in.
24. The BRLM, and any person related to the BRLM or the Syndicate Members, cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associate of the BRLM, or insurance companies promoted by entities which are associates of the BRLM, or AIFs sponsored by entities which are associates of the BRLM, or a FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM.
25. The Book Running Lead Managers and their associates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
26. Investors may note that in case of over-subscription, Allotment will be on proportionate basis as detailed under 'Basis of Allotment' in the section titled '*Offer Procedure*' beginning on page 301 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253(2) of SEBI ICDR Regulations.
27. Except employee stock options granted pursuant to the EMA ESOS 2024, there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.
28. All the Equity Shares of our Company 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. Further, since the entire Offer Price in respect of the Offer is payable on

Application, all the successful Applicants will be issued fully paid-up Equity Shares and thus all Equity Shares offered through this Offer shall be fully paid-up.

29. As per RBI regulations, OCBs are not allowed to participate in this Offer.
30. As on the date of the Draft Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.
31. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such accounting and disclosure norms as specified by NSE, SEBI and other regulatory authorities from time to time.
33. An Applicant cannot make an Application for more than the number of Equity Shares being offered through this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
34. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Offer except as disclosed in this Draft Red Herring Prospectus.
35. We have 41 shareholders as on the date of filing of the Draft Red Herring Prospectus
36. Our Promoters and the members of our Promoter Group will not participate in this Offer, other than to the extent of the Promoter Selling Shareholder participating in the Offer for Sale in its capacity as a 'Selling Shareholder'.
37. Our Company has not made any public issue since its incorporation and has not made any rights issue of any kind or class of securities since its incorporation.
38. Our Company has not revalued its assets since its incorporation.
39. This Offer is being made through the Book Building Method.
40. Except employee stock options granted pursuant to the EMA ESOS 2024, as on date of this Draft Red Herring Prospectus, there are no outstanding financial instruments or any other rights, that would entitle the existing Promoter or shareholders or any other person, any option to receive Equity Shares after the Offer.
41. Our Company shall ensure that transactions in the Equity Shares by Promoters and Promoter Group between the date of filing this Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Designated Stock Exchange within 24 hours of such transaction.

For the details of transactions by our Company with our Promoter Group during the Financial Years ended March 31, 2024, 2023, and 2022 please refer to the paragraph titled '*Related Party Transactions*' in the section titled '*Financial Information*' beginning on page 200 of this Draft Red Herring Prospectus. None of our Directors, Key Managerial Personnel or members of senior management hold Equity Shares in our Company, except as stated in the section titled '*Our Management*' beginning on page 169 of the Draft Red Herring Prospectus.

## SECTION VII: PARTICULARS OF THE OFFER

### OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of up to 54,38,400 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] lakhs and an Offer for Sale of up to 8,12,400 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] lakhs. For details, please refer chapter titled “*The Offer*” on page 62.

#### FRESH ISSUE

The Offer comprises a Fresh Issue of up to 54,38,400 Equity Shares of face value of ₹5 each aggregating up to ₹ [●] Lakhs by our Company.

#### OFFER FOR SALE

The Offer comprises of an Offer for Sale of up to 8,12,400 Equity Shares of face value of ₹ 5/- each aggregating to ₹ [●] Lakhs by the Selling Shareholders. The details of the Offer for Sale are set out below:

Name of the Selling Shareholder*	Category of Selling Shareholder	Number of Equity Shares offered in the Offer for Sale	Aggregate amount of Offer for Sale (in ₹ Lakhs)	Date of consent letter
Krishnan Sudarshan	Promoter	upto 6,39,711	upto [●]	September 05, 2024
Subramanian Krishnaprakash	Promoter	upto 97,313	upto [●]	September 05, 2024
Shekhar Ganapathy	Public	upto 75,376	upto [●]	September 05, 2024

\* *The Selling shareholders have confirmed and authorized their participation in the Offer for Sale in relation to the Offered Shares. The Selling Shareholders confirms that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with the SEBI ICDR Regulations.*

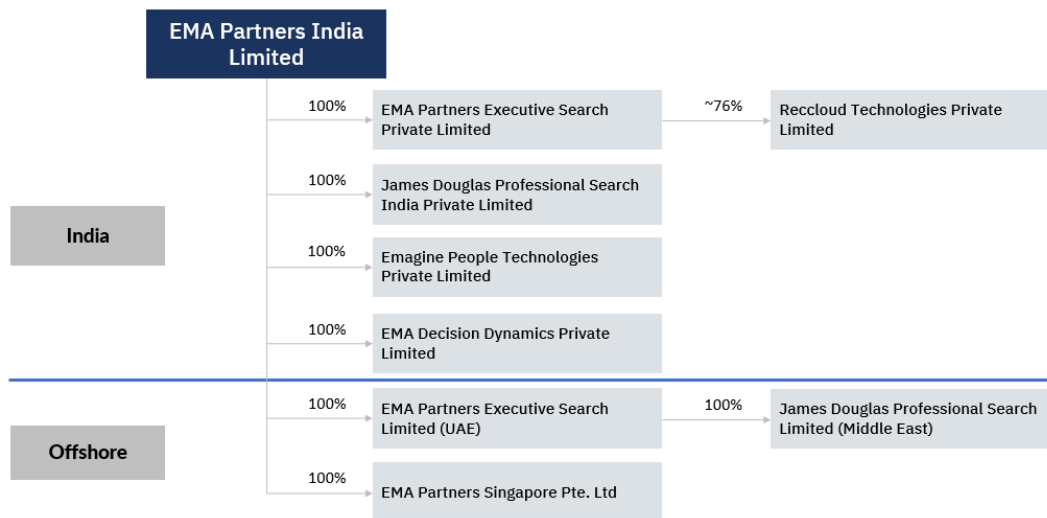
The Selling Shareholders will be entitled to their portion of the proceeds from the Offer for Sale after deducting proportionate Offer related expenses and relevant taxes thereon. The proceeds of the Offer for Sale shall be received by the Selling Shareholders and will not form part of the Net Proceeds. Our Company will not receive any proceeds received from the Offer for Sale. Except for the listing fees which shall be solely borne by our Company, all Offer related expenses will be shared, upon successful completion of the Offer, between our Company and the Selling Shareholders on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Offer and the Equity Shares offered by the Selling shareholders in the Offer for Sale. For further details of the Offer for Sale, please refer chapter titled “*The Offer*” beginning on page 62.

#### OBJECTS OF THE FRESH ISSUE

The Net Proceeds of the Fresh Issue, i.e., Gross Proceeds of the Fresh Issue less the offer expenses apportioned to our Company is proposed to be utilised for the Company as well as its subsidiaries. Our Company proposes to invest in our subsidiaries through either equity or debt or a combination of both to enable our subsidiaries to meet the objects.

The structure of EMA Partners India Limited and its subsidiaries is given below for reference. All subsidiaries / step down subsidiaries are wholly owned by our Company except Reccloud Technologies Private Limited where our Company has 76% ownership.





Our Company proposes to raise funds to accomplish the following objects:

1. Augmenting Leadership Team for (a) the Company and (b) its subsidiaries
2. Capital expenditure towards upgrading the existing IT infrastructure for (a) the Company and (b) its subsidiaries
3. Repayment and/or pre-payment, in full, of the borrowing availed by our Company with respect to purchase of office premises
4. General Corporate Purposes and unidentified inorganic acquisitions

In addition, our Company expects to achieve the benefits of listing of Equity Shares on the NSE EMERGE platform including enhancing our visibility and our brand image amongst our existing and potential customers and creating a public market for our Equity Shares in India.

The main objects and objects incidental and ancillary to the main objects clause, as set out in our Memorandum of Association, enables us to undertake the existing business activities and the activities for which funds are being raised by us through the offer. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our MoA.

### Net Proceeds

After deducting the expenses related to the Offer from the Gross Proceeds, we estimate the Net Proceeds of the Fresh Issue to be ₹ [●] Lakhs. The details of the Net Proceeds of the Offer are summarized in the table below:

*(₹ in Lakhs)*

Particulars	Amount*
Gross Proceeds from the Offer <sup>(1)</sup>	[●]
Less: Offer related expenses in relation to the Fresh Issue to be borne by our Company <sup>(2)</sup>	[●]
Net Proceeds <sup>(1)</sup>	[●]

<sup>(1)</sup> To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC.

<sup>(2)</sup> The Offer related expenses shall vary depending upon the final offer size and the allotment of Equity Shares. For further details, please refer to heading titled 'Offer Related Expenses' on page number 96 of the DRHP.

## Utilization of Net Proceeds

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

(₹ in Lakhs)

Sr N	Particulars	Estimated Amount <sup>(1)</sup>		
		Company	Subsidiaries	Total
1	Augmenting Leadership Team for (a) the Company and (b) its subsidiaries	297.86	2,016.52	2,314.38
2	Capital expenditure towards upgrading the existing IT infrastructure for (a) the Company and (b) its subsidiaries	115.32	529.32	644.64
3	Repayment and/or pre-payment, in full, of the borrowing availed by our Company with respect to purchase of office premises	545.94	-	545.94
4	General Corporate Purposes and unidentified inorganic acquisitions <sup>(2)</sup>	[•]	[•]	[•]
	<b>Total (Net Proceeds)</b>	[•]	[•]	[•]

<sup>(1)</sup> To be finalized on determination of the Offer Price and updated in the Prospectus prior to filing with the ROC.

<sup>(2)</sup> The amount to be utilised for general corporate purposes and unidentified inorganic acquisition shall not exceed 35% of the Gross Proceeds. The amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

## Proposed Schedule of Implementation and Deployment of Net Proceeds

We intend to deploy the Net Proceeds towards the Objects as disclosed in the table below in accordance with the business needs of our Company. However, the actual deployment of funds will depend on a number of factors, including the timing of completion of the Offer, market conditions, our Board's analysis of economic trends and business requirements, ability to identify and consummate proposed investments and acquisitions, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital. Depending upon such factors, we may have to reduce or extend the deployment period for the stated Objects at the discretion of our management and in accordance with applicable laws. For further details, see 'Risk Factor – There can be no assurance that the objects of the Offer will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the plan for deployment of the Net Proceeds has not been appraised by any bank or financial institution' on page 49.

## Estimated deployment of Net Proceeds

(₹ in Lakhs)

Particulars	Total Estimated Amount <sup>(1)</sup>	Proposed Utilization from Net Proceeds	Estimated deployment of Net Proceeds in		
			Fiscal 2025	Fiscal 2026	Fiscal 2027
Augmenting Leadership Team <sup>(1)</sup> for					
(a) the Company	297.86	297.86	33.48	152.68	111.70
(b) its Subsidiaries	2,016.52	2,016.52	189.26	1,088.11	739.15
Capital expenditure towards upgrading the existing IT infrastructure for					
(a) the Company	115.32	115.32	19.22	57.66	38.44
(b) its Subsidiaries	529.32	529.32	85.86	262.30	181.16
Repayment and/or pre-payment, in full, of the borrowing availed by our Company with respect to purchase of office premises	545.94	545.94	545.94	-	-

General Corporate Purposes and unidentified inorganic acquisitions <sup>(2)</sup>	[●]	[●]	[●]	[●]	[●]
<b>Net Proceeds</b>	[●]	[●]	[●]	[●]	[●]

<sup>(1)</sup> Hiring will be staggered mindful of the fact that notice periods for fresh hires can range between 2-3 months and that the typical compensation cycle of firms that they will come from would follow a calendar year (MNCs) or a financial year (Indian firms)

<sup>(2)</sup> To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes and unidentified inorganic acquisition shall not exceed 35% of the Gross Proceeds. The amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

The above requirement of funds is based on our current business plan, internal management estimates, prevailing market conditions and other commercial and technical factors, and quotations obtained from certain vendors, which are subject to change in the future. These funding requirements have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as changes in costs, financial and market conditions, our management's analysis of economic trends and our business requirements, changes in technology, ability to identify and consummate new business initiatives, inorganic and geographic expansion opportunities, competitive landscape as well as general factors affecting our results of operations, financial condition, access to capital, business and strategy and interest/exchange rate fluctuations or other external factors, which may not be within the control of our management. This may entail rescheduling and revising the funding requirement for a particular Object or increasing or decreasing the amounts earmarked towards any of the aforementioned Objects at the discretion of our management, subject to compliance with applicable law.

In case of any surplus after utilization of the Net Proceeds towards the aforementioned Objects, we may use such surplus towards other objects of the Offer as set out above. Further, in case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the aforementioned Objects, we may explore a range of options including utilizing our internal accruals. We believe that such alternate arrangements would be available to fund any such shortfalls. For further details, see 'Risk Factor' - "There can be no assurance that the objects of the Offer will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the plan for deployment of the Net Proceeds has not been appraised by any bank or financial institution." on page 49

## Means of Finance

We intend to finance the Objects from the Net Proceeds and Internal Accruals. Accordingly, there is no requirement to make firm arrangements of finance as prescribed under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing internal accruals.

## Details of the Objects

### 1. Augmenting Leadership Team for (a) the Company and (b) its subsidiaries

Our next phase of growth will be driven by organic and inorganic opportunities. On the organic growth front, we plan to hire approximately 23 individuals over the coming 12-18 months at leadership level (designated as partner, client director, regional director and business director) in our Company and across our subsidiaries. To support the individuals hired at leadership level, we want to hire approximately 24 individuals at the principal consultant and researcher associate grade which will give proper structure to our organisation. The hiring will mainly be from competition and consulting firms.

#### Key Rationale for Augmenting Leadership Team:

- 1) Participate in the India growth story as depicted in the industry report from *Ken Research*. For further details, see "Our Industry" on page 123
- 2) Create our expertise in sectors and domains where we have limited presence
- 3) Increase our client coverage in sectors and domains where we already have presence
- 4) Widen our Industry coverage in Middle East and Singapore

Our Company proposes to utilize ₹ 2,314.38 lakhs from the Net Proceeds for Augmenting Leadership Team for (a) the Company and (b) its subsidiaries. Out of this amount, our Company proposes to invest ₹ 2,016.52 lakhs in our subsidiaries through either equity or debt or a combination of both to enable our subsidiaries to meet this object. We have provided for 1 year compensation for each hire on the premise that it will take time for each individual to generate / contribute meaningfully to the revenues, post onboarding.

The table below gives a snapshot of the count, level, estimated annual compensation and the entities where we are looking to expand our leadership and support team:

Level	EMA Partners India Limited	EMA Partners Executive Search Private Limited	James Douglas Professional Search India Private Limited	Recloud Technologies Private Limited	EMA Partners Executive Search Limited (UAE)	James Douglas Professional Search Limited (Middle East)	EMA Partners Singapore Pte. Ltd	Total
	<i>Company</i>	<i>Subsidiary</i>	<i>Subsidiary</i>	<i>Step Down Subsidiary</i>	<i>Subsidiary</i>	<i>Step Down Subsidiary</i>	<i>Subsidiary</i>	
<b>Estimated Annual Compensation (₹ in Lakhs)</b>								
<i>Count of hires</i>								
<b>Partner</b>	<b>167.86</b> 2	<b>335.72</b> 4			<b>178.77</b> 2	<b>178.77</b> 2		<b>861.13</b> 10
<b>Client Director</b>					<b>268.16</b> 3		<b>201.14</b> 2	<b>469.31</b> 5
<b>Regional Director</b>			<b>83.93</b> 1					<b>83.93</b> 1
<b>Business Director</b>			<b>240.00</b> 4	<b>180.00</b> 3				<b>420.00</b> 7
<b>Principal Consultant</b>	<b>70.00</b> 2	<b>140.00</b> 4						<b>210.00</b> 6
<b>Researcher Associate</b>	<b>60.00</b> 4	<b>60.00</b> 4	<b>150.00</b> 10					<b>270.00</b> 18
<b>Total</b>	<b>297.86</b> 8	<b>535.72</b> 12	<b>473.93</b> 15	<b>180.00</b> 3	<b>446.94</b> 5	<b>178.77</b> 2	<b>201.14</b> 2	<b>2314.38</b> 47

### Retained Executive and Professional Search Business – India

The tables below encapsulate the count, level, estimated annual compensation and the entities where we are looking to expand our Retained Executive and Professional Search Business in India. These hires will help to capitalise on the growth opportunities in the business segments that the Company and its subsidiaries operate in.

#### *Retained Executive Search*

*(figures in Lakhs)*

Level	EMA Partners India Limited				EMA Partners Executive Search Private Limited			
	<i>Company</i>				<i>Subsidiary</i>			
	Count of Hires	Annual Compensation (Comp) per hire as per quotation <sup>(3)</sup>	Annual Comp per hire	Total Comp	Count of Hires	Annual (Comp) per hire as per quotation <sup>(3)</sup>	Annual Comp per hire	Total Comp
<b>Partner<sup>(1)</sup></b>	2	\$ 1.00	₹ 83.93	<b>₹ 167.86</b>	4	\$ 1.00	₹ 83.93	<b>₹ 335.72</b>
<b>Principal Consultant<sup>(2)</sup></b>	2	₹ 35.00	₹ 35.00	<b>₹ 70.00</b>	4	₹ 35.00	₹ 35.00	<b>₹ 140.00</b>

<b>Researcher Associate<sup>(2)</sup></b>	4	₹ 15.00	₹ 15.00	<b>₹ 60.00</b>	4	₹ 15.00	₹ 15.00	<b>₹ 60.00</b>
<b>Total</b>	<b>8</b>			<b>₹ 297.86</b>	<b>12</b>			<b>₹ 535.72</b>

(1) As per the terms of business document dated May 31, 2024 received from Elite Search Partners, London.

(2) As per the quotations dated August 8, 2024 received from Chimera Search. The quotation is valid for a period of 6 months.

(3) Exchange rate used for conversion: \$ 1 = ₹ 83.93 as on August 27, 2024 from [www.xe.com](http://www.xe.com)

### Professional Search Business

(figures in Lakhs)

Level	James Douglas Professional Search India Private Limited			
	Subsidiary			
	Count of Hires	Annual Compensation (Comp) per hire as per quotation <sup>(3)</sup>	Annual Comp per hire	Total Comp
<b>Regional Director<sup>(1)</sup></b>	1	\$ 1.00	₹ 83.93	<b>₹ 83.93</b>
<b>Business Director<sup>(2)</sup></b>	4	₹ 60.00	₹ 60.00	<b>₹ 240.00</b>
<b>Researcher Associate<sup>(2)</sup></b>	10	₹ 15.00	₹ 15.00	<b>₹ 150.00</b>
<b>Total</b>	<b>15</b>			<b>₹ 473.93</b>

(1) As per the terms of business document dated May 31, 2024 received from Elite Search Partners, London.

(2) As per quotation dated August 8, 2024 received from Chimera Search. The quotation is valid for a period of 6 months.

(3) Exchange rate used for conversion: \$ 1 = ₹ 83.93 as on August 27, 2024 from [www.xe.com](http://www.xe.com)

### Platform based Recruitment Marketplace- India

The table below encapsulate the count, level and estimated annual compensation of the hires we are looking to make in our step-down subsidiary, Reccloud Technologies Private Limited which has a platform based recruitment market place named “MyRCloud”. These hires will play an instrumental role in achieving the object titled “Capital expenditure towards upgrading the existing IT infrastructure for the Company and its subsidiaries – Software” given as point 2 below.

(figures in Lakhs)

Level	Reccloud Technologies Private Limited			
	Step Down Subsidiary			
	Count of Hires	Annual Compensation (Comp) per hire as per quotation	Annual Comp per hire	Total Comp
<b>Business Director<sup>(1)</sup></b>	3	₹ 60.00	₹ 60.00	<b>₹ 180.00</b>

(1) As per quotation dated August 8, 2024 received from Chimera Search. The quotation is valid for a period of 6 months.

### Executive and Professional Search Business – Middle East & Singapore

The tables below encapsulate the count, level, estimated annual compensation and the subsidiaries where we are looking to expand our Retained Executive and Professional Search Business in Middle East and Singapore. These hires will help to increase market spread, pitch for large size mandates and increase the number of clients across these geographies.

(figures in Lakhs)

Level	EMA Partners Executive Search Limited (UAE)				James Douglas Professional Search Limited (Middle East)			
	Subsidiary				Step Down Subsidiary			
	Count of Hires	Annual Compensation (Comp) per hire as per quotation <sup>(2)</sup>	Annual Comp per hire	Total Comp	Count of Hires	Annual (Comp) per hire as per quotation <sup>(2)</sup>	Annual Comp per hire	Total Comp
<b>Partner<sup>(1)</sup></b>	2	AED 3.91	₹ 89.38	<b>₹ 178.78</b>	2	AED 3.91	₹ 89.38	<b>₹ 178.78</b>
<b>Client Director<sup>(1)</sup></b>	3	AED 3.91	₹ 89.38	<b>₹ 268.17</b>				
<b>Total</b>	<b>5</b>			<b>₹ 446.95</b>	<b>2</b>			<b>₹ 178.78</b>

(1) As per the terms of business document dated May 31, 2024 received from Elite Search Partners, London.

(2) Exchange rate used for conversion: AED 1 = ₹ 22.85 as on August 27, 2024, from [www.xe.com](http://www.xe.com)

(figures in Lakhs)

Level	EMA Partners Singapore Pte. Ltd			
	Subsidiary			
	Count of Hires	Annual Compensation (Comp) per hire as per quotation <sup>(2)</sup>	Annual Comp per hire	Total Comp
<b>Client Director<sup>(1)</sup></b>	2	SGD 1.56	₹ 100.57	<b>₹ 201.14</b>

(1) As per the terms of business document dated May 31, 2024 received from Elite Search Partners, London.

(2) Exchange rate used for conversion: SGD 1 = ₹ 64.47 as on August 27, 2024 from [www.xe.com](http://www.xe.com)

The above estimates are based on skill force requirements, as per the job description and experience levels, roles and potential cost as per quotation received from a Search firm and our own market research. Hiring and recruiting the intended manpower at different level for the expansion and development of our business activities may require substantial investments and requisite training. There could be a possible escalation in the above cost depending upon the market conditions, shortage of skilled personnel, place of work, cost of living, etc. at the actual time of recruitment, resulting in increase in the estimated cost. Such cost escalation would be met out of our internal accruals.

## 2. Capital expenditure towards upgrading the existing IT infrastructure for the Company and its subsidiaries

Our Company proposes to utilize ₹ 644.64 lakhs from the Net Proceeds for Capital expenditure towards upgrading the existing IT infrastructure (hardware as well as software) for the Company and its subsidiaries. Out of this amount, our Company proposes to invest ₹ 529.32 lakhs in our subsidiaries through either equity or debt or a combination of both to enable our subsidiaries to meet this object.

The table below encapsulate the nature of IT Infrastructure upgrade and the proposed amount to be invested for the Company and its subsidiaries:

(Amount in ₹ Lakhs)

Sr. No.	Nature of IT Infrastructure Upgrade	EMA Partners India Limited	EMA Partners Executive Search Private Limited	James Douglas Professional Search India Private Limited	Recloud Technologies Private Limited	Total
		Company	Subsidiary	Subsidiary	Step Down Subsidiary	
1	<b>Hardware:</b> laptops, firewall, storage, networking equipment etc	115.32	223.66	114.50	-	<b>453.48</b>
2	<b>Software:</b> Upgradation of MyRCloud Platform	-	-	-	191.16	<b>191.16</b>
	<b>Total (inclusive of GST)</b>	<b>115.32</b>	<b>223.66</b>	<b>114.50</b>	<b>191.16</b>	<b>644.64</b>

### **Hardware:**

#### Key Objectives of IT Hardware Upgrade

- Presently the Company is spending significantly on third party workflow tools for executive and professional search businesses. These need frequent customization and updating with additional features on machine learning and artificial intelligence. Upgrading the IT hardware will help to develop a lot of workflow tools internally as opposed to relying on third party.
- Modernise workstations to improve employee efficiency. Most of the existing workstations are running outdated operating systems and software. This leads to slower performance and incompatibility with newer applications
- Upgrade networking equipments to enhance security and data protection.
- Upgrade networking infrastructure for better connectivity and performance. Routers and switches are outdated with limited support for modern networking standards
- Lay a platform for future expansion and scalability

The table below encapsulate the details of hardware upgrade and the proposed amount to be invested for the Company and its subsidiaries:

(Rate and Amount are in ₹ Lakhs)

Sr. No.	Description	Rate	EMA Partners India Limited		EMA Partners Executive Search Private Limited		James Douglas Professional Search India Private Limited	
			Qty	Amount	Qty	Amount	Qty	Amount
			Company		Subsidiary		Subsidiary	
1	Lenovo Laptop- P15v Gen3	1.77	42	74.34	80	141.60	42	74.34
2	Microsoft surface Pro9+extended warranty	1.52	5	7.58	11	16.67	5	7.58
3	Keyboard with pen	0.25	5	1.25	11	2.75	5	1.25
4	Mouse	0.10	5	0.48	11	1.05	5	0.48
5	Sophos Firewall - XGS 2100 HW Appliance cable	1.15	2	2.30	2	2.30	2	2.30
6	Sophos Firewall - XGS 2100 Xstream Protection Bundle - 36 MOS	1.60	2	3.20	2	3.20	2	3.20
7	Storage - Synology DS923+ 4-Bay DiskStation NAS 32TB Bundle with 4X 8TB Seagate IronWolf	1.76	1	1.76	4	7.04	1	1.76
8	Sophos Antivirus - Central Intercept X Advanced with XDR- 36 MOS	0.03	42	1.24	80	2.36	42	1.24
9	Networking - Cisco Business CBS350-48P Managed Switch   48 Port GE	1.55	1	1.55	2	3.10	1	1.55
10	Networking - Cisco Business CBS350-24P-4X Managed Switch   24 Port GE	1.25	1	1.25	2	2.50	1	1.25
11	Networking - Cisco C9115AXI-S Series Catalyst 9115 Wi-Fi 6 Access Point	0.70	4	2.79	10	6.98	3	2.09
	<b>Total (excluding GST)</b>			<b>97.73</b>		<b>189.54</b>		<b>97.03</b>
	(+) GST at 18%			17.59		34.12		17.47
	<b>Total (including GST)</b>			<b>115.32</b>		<b>223.66</b>		<b>114.50</b>

The details given above are taken from the quotations dated August 7, 2024 received from M/s Siskom Solutions LLP located at 10, 3rd Floor, Vasant Bhavan, Opp. Moksh Plaza, S.V. Road, Borivali (W), Mumbai - 400 092. The said quotations are valid for a period of 6 months from August 7, 2024.

#### Software:

Our step down subsidiary, Recloud Technologies Private Limited, houses MyRcloud which is a technology-based hiring marketplace platform that makes the recruitment process seamless by onboarding recruiting partners (like freelancing recruiters), candidates and companies onto a single platform. Over the next 2 years, we want to enhance the existing technology platform by adding more features for all the end users namely recruitment partners, candidates and companies.

The entire activity will be divided into 5 projects spreading over approximately 2 years.

Project 1 - Development and Implementation of Features to enhance the existing System with AI/ML capabilities and Integration with 3rd Party applications Few of the capabilities that will be added / enhanced will be - AI Based Copilot, Interview Bot, Assessment generator, Partner Recommendation, Job Recommendation, Integrate with 3rd party applications

Project 2 - Development and Implementation of Features providing for a complete ATS (Applicant Tracking System) using Blockchain and personalised actions and reminders

Project 3 - Business Intelligence and Dashboards for various perspectives - Business Intelligence using popular tools such as Tableau or MS Power BI. A separate reporting database to be developed which is separated from the operational databases. Various perspectives for personas would be considered while development of the dashboards. Different types of reporting such as adhoc reporting, canned reports with filters, drill down capabilities etc. to be developed.

Project 4 - Cloud Hosting, Cloud Services Management and usage of Third-Party Applications - This would include the hosting of the application using any of cloud technologies such as MS Azure, AWS etc.

Project 5 - Mobile Apps for Candidate, Partner and Clients

The table below encapsulate the details of software upgrade and the proposed amount to be invested for the “MyRCloud” platform of our subsidiary:

*(Amount in ₹ Lakhs)*

Sr. No	Description	Fiscal 2025 (Estimate - 4 months)	Fiscal 2026	Fiscal 2027 (Estimate - 8 months)	Total
1	Cloud Storage & Services Costs	8.00	26.00	20.00	54.00
2	Licensing Costs for specialized software: AI Based Bots AI Based Interview Bots AI Assistants Open AI API Keys Notes Taker Process Flows DocuSign Payment Gateway	8.00	26.00	20.00	54.00
3	Compliances, Secure, Data Protection software and integrations: GDPR compliance, and personal data protections Blockchain transactions Yearly ISO Audits and Certifications	4.00	12.00	8.00	24.00
4	Consulting Fees	5.00	15.00	10.00	30.00
	<b>Total (excluding GST)</b>	<b>25.00</b>	<b>79.00</b>	<b>58.00</b>	<b>162.00</b>
	(+) GST at 18%	4.50	14.22	10.44	29.16
	<b>Total (including GST)</b>	<b>29.50</b>	<b>93.22</b>	<b>68.44</b>	<b>191.16</b>

*The details given above are taken from the quotation dated August 22, 2024 received from M/s Siskom Solutions LLP located at 10, 3rd Floor, Vasant Bhavan, Opp. Moksh Plaza, S.V. Road, Borivali (W), Mumbai - 400 092. The said quotation is valid for a period of 6 months from August 22, 2024.*

No second-hand or used IT asset is proposed to be purchased out of the Net Proceeds. We are yet to place the orders for the IT assets mentioned above. Each of the units of the IT assets mentioned above is proposed to be acquired in a ready-to-use condition. In the event the aggregate costs for upgrading IT infrastructure exceeds the required amount, such additional cost shall be funded through alternate funding options such as internal accruals.

Our Promoters, Directors, Key Managerial Personnel, Senior Management and Group Companies do not have any interest in the proposed capital expenditure towards upgrading the existing IT infrastructure or in the entities from which we have obtained quotations.



### 3. Repayment and/or pre-payment, in full, of the borrowing availed by our Company with respect to purchase of office premises

Our Company has entered into various borrowing arrangements with banks in ordinary course of our business including borrowings in the form of Loan against property for purchase of our office premises at Office No 1303 13th Floor, Meraki Arena Moti Baug Opp R.K. Studios, Sion Trombay Road, Chembur East Mumbai -400071. For details of our outstanding financial indebtedness, see 'Financial Indebtedness' on page 260. As on July 31, 2024, we had a total outstanding borrowings with respect to the office premises at ₹ 552.14 Lakhs which is expected to reduce to ₹ 545.94 Lakhs as on December 9, 2024 as per the repayment schedule shared by the bank.

We propose to pay an estimated amount of ₹ 545.94 Lakhs from the Net proceeds to repay in full the loan availed by our Company towards the purchase of our office premises. Pursuant to the terms of the financing arrangements, prepayment of certain borrowings may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, if applicable, will be funded from the internal accruals of our Company.

We believe that such repayment will help reduce our outstanding indebtedness and debt servicing costs and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The details of the borrowings availed by our Company, which are proposed to be fully repaid from the Net Proceeds is mentioned below:

Name of the Lender	Nature of borrowings	Purpose	Amount sanctioned as on February 12, 2024 (₹ in Lakhs)	Expected Principal amount outstanding as on December 9, 2024 (₹ in Lakhs)	Repayment date/ Schedule/ Tenor	Interest Rate (% p.a.)	Pre-payment conditions/ penalty
Axis Bank Limited	Loan against property	Purchase of Office Premises	560.00	545.94	180 months starting March 10, 2024	8.70	No prepayment penalty

*Our Statutory Auditors, A P Sanzgiri & Co, Chartered Accountants have confirmed that the above borrowing has been utilised for the purpose of which they are availed pursuant to their certificate dated September 15, 2024*

#### **Property Mortgage:**

Loan is secured against the Office Premises. There have neither been any delays or defaults by us in relation to the above-mentioned borrowing intended to be repaid/prepaid using the Net Proceeds nor has there been any rescheduling/restructuring of such borrowing. Given the nature of these borrowing and the terms of repayment, the aggregate outstanding amounts under the borrowing may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Further, our Company may avail further loans after the date of this Draft Red Herring Prospectus and/or draw down further funds under existing loans. Accordingly, in case inter alia the above loan is pre-paid or further drawn down prior to the completion of the Offer, we may utilize the Net Proceeds towards repayment/pre-payment of such additional indebtedness. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in full or part, would not exceed ₹ 545.94 Lakhs.

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilisation of loans for the purposes availed, our Company has obtained the requisite certificate dated September 15, 2024, from our Statutory Auditors viz., A P Sanzgiri & Co, Chartered Accountants.

#### 4. General Corporate Purposes and Unidentified inorganic acquisitions

We propose to deploy the balance Net Proceeds, aggregating to ₹ [●] Lakhs, towards general corporate purposes and unidentified inorganic acquisitions subject to such utilisation not exceeding 35% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. Further, the amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

##### *Unidentified inorganic acquisitions*

We have grown organically since inception and expanded our footprint outside of India through our subsidiaries. While our focus on organic growth will continue, we are committed to explore inorganic growth opportunities which will involve acquisition of niche and boutique search firms in India and overseas. We will leverage the diverse texture and experience of our board (independent directors, more pertinently) as well as senior leadership team to strategize and execute inorganic growth opportunities in India and overseas.

##### *Rationale and Opportunities offered by Inorganic Growth*

#### 1. Strategic Diversification

- **Sector-Specific Expertise:** Boutique recruitment firms often specialize in specific industries. Acquiring such firms will allow us to diversify our portfolio and deepen our expertise in high-demand sectors. For instance, a firm specializing in technology recruitment can bring valuable insights, a pre-existing talent pool, and a client base within that niche, enabling us to offer tailored services to clients with specific needs.
- **Geographic Expansion:** Boutique firms often have a strong foothold in particular regions, whether in Tier 2 and Tier 3 cities in India or emerging / developed markets overseas. By acquiring such firms, we can expand our geographic reach, accessing new talent pools and markets. We have identified key growth and feeder markets for our EMA Partners Executive Search & James Douglas Professional Search businesses – these are USA, UK and Saudi Arabia. In addition, in key growth markets like India, we will actively seek to acquire boutiques across cities like Mumbai, Gurgaon, New Delhi, Bengaluru.

#### 2. Enhanced Competitive Edge

- **Client Relationships:** Boutique firms typically build close, long-term relationships with clients, offering highly personalized services. Acquiring such firms will allow us to inherit these strong relationships, enhancing our ability to retain and grow the client base.
- **Niche Market Penetration:** The acquisition of boutique firms will enable us to penetrate niche markets that larger, more generalized recruitment firms may not be able to serve effectively. This can create a competitive edge by offering specialized services that attract clients looking for expertise rather than just volume.

#### 3. Innovation and Technology Integration

- **Access to Innovative Solutions:** Many boutique recruitment firms, especially in developed markets, have invested in advanced technologies like AI-driven talent analytics, machine learning algorithms, and cloud-based recruitment platforms. These firms can offer us opportunities to integrate these cutting-edge technologies into our existing operations (Recloud Technologies Private Limited, more specifically), improving efficiency, candidate matching, and client satisfaction.
- **Global Best Practices:** Overseas acquisitions, particularly in markets with advanced recruitment industries will allow us to adopt global best practices in recruitment, compliance, and operational management. This can help us to enhance our overall service quality and competitiveness.

#### 4. Scalability and Synergy

- **Scalability in Niche Segments:** Acquiring boutique firms will provide us an opportunity to scale operations in niche segments without the need for developing expertise from scratch. It will allow us to leverage the acquired firm's existing processes, workforce, and market knowledge to rapidly scale up in targeted areas.
- **Synergies in Operations:** There are often synergies to be realized in areas like marketing, technology, and administrative functions. The acquired firm's operations can be integrated with ours, leading to cost savings and efficiency improvements. This can also include cross-selling opportunities, where clients of the boutique firm may benefit from the broader services offered by us.

Our acquisition strategy is primarily driven by our Board and the typical framework and process that would be followed by us for acquisitions will involve identifying the strategic acquisitions based on the rationale set out above, entering into requisite non-disclosure agreements and conducting diligence of the target. On satisfactory conclusion of the diligence exercise, we will enter into definitive agreements to acquire the target based on the approval of our Board and the shareholders, if required. As on the date of this Draft Red Herring Prospectus, we have not entered into any definitive agreements towards any future acquisitions or strategic initiatives for the object set out above.

We intend to utilise the above-stated portion of the Net Proceeds towards our strategic acquisitions and/or investments which may be undertaken over the course of next three Financial Years. The proposed inorganic acquisitions shall be undertaken in accordance with the applicable laws, including the Companies Act, FEMA and the regulations notified thereunder, as the case may be.

The amount of Net Proceeds to be used for each individual acquisition and/ or investments will be based on our management's decision and may not be the total value or cost of any such investments, but is expected to provide us with sufficient financial leverage to pursue such investments. The actual deployment of funds will also depend on a number of factors, including the timing, nature, size and number of acquisitions undertaken in a particular period, as well as general factors affecting our results of operation, financial condition and access to capital. These factors will also determine the form of investment for these potential acquisitions, i.e., whether they will be in the form of equity, debt or any other instrument or combination thereof, or whether these will be in the nature of asset or technology acquisitions or joint ventures or acqui-hire route. Acquisitions and inorganic growth initiatives may be undertaken as share-based transactions, including share swaps, or a combination thereof, or be undertaken as cash transactions. At this stage, our Company cannot identify any acquisition targets and whether the form of investment will be cash, equity, debt or any other instrument or combinations thereof.

##### *General Corporate Purposes*

We propose to deploy the balance Net Proceeds aggregating to ₹ [●] Lakhs towards general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds from the Fresh Issue, in compliance with Regulation 230 (2) of the SEBI ICDR Regulations. The general corporate purposes for which we propose to utilize the Net Proceeds includes meeting day to day expenses which includes amongst other things, short-term working capital requirements, meeting any expense of the Company, including salaries and wages, administration, insurance, repairs and maintenance, payment of taxes and duties, servicing of borrowings including payment of interest, brand building and other marketing expenses, meeting expenses incurred in the ordinary course of business and towards any exigencies, and any other purpose as considered expedient and as approved periodically by our Board or a duly constituted committee thereof, subject to compliance with applicable law, including the necessary provisions of the Companies Act.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and our business requirements, from time to time. Our management, in accordance with the policies of our Board, shall have flexibility in utilising surplus amounts, if any.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of ₹ [●] Lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Draft Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Offer.

## Estimated Offer Related Expenses

The total expenses for this Offer are estimated not to exceed ₹ [●] Lakhs which is [●]% of Offer Size. The details of Offer expenses are tabulated below:

(₹ in Lakhs)

Particulars	Amount	% of Total Offer Expenses	% of Total Offer size
Book Running Lead Manager fees [including underwriting]	[●]	[●]	[●]
Brokerage, selling commission and other uploading fees	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Fees to the legal advisor, audit / chartered accountant fees	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to regulators including stock exchange	[●]	[●]	[●]
Printing and distribution expenses	[●]	[●]	[●]
Fees payable to Industry Report provider	[●]	[●]	[●]
Miscellaneous	[●]	[●]	[●]
<b>Total Expenses</b>	[●]	[●]	[●]

Offer expenses include goods and services tax, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.

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

Portion for RIBs*	0.25% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.15% of the Amount Allotted (plus applicable taxes)

\* Amount Allotted is the product of the number of Equity Shares Allotted and the Issue 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 NSE. No additional processing fees shall be payable to the SCSBs on the applications directly procured by them.

2) No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / CRTAs / CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Non-Institutional Bidders*	₹ 10 per valid application (plus applicable taxes)
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\* Processing fees payable to the SCSBs on the ASBA Form for Non-Institutional Bidder and Qualified Institutional Bidders with bids above ₹ 5.00 Lakh would be ₹ 10 plus applicable taxes, per valid application

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹ 0.5 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 0.5 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

3) Selling commission on the portion for RIBs (up to ₹2.00 Lakh) and Non-Institutional Bidders which are procured by members of the Syndicate Members, Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers would be as follows:

Portion for RIBs*	0.25% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.15% of the Amount Allotted (plus applicable taxes)

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

The Selling Commission payable to the brokers will be determined (i) for RIBs and Non-Institutional Bidders (up to ₹ 5.00 Lakh), on the basis of the application form number / series, provided that the application is also bid by the respective 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, and (ii) for Non-Institutional Bidders (above ₹ 5.0 Lakh), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number, is bid by an SCSB, the Selling Commission will be payable to the Syndicate / Sub-Syndicate Member and not the SCSB.

Bidding charges payable to Registered Brokers on the applications made using 3-in-1 accounts, would be ₹ 10 plus applicable taxes, per valid application bid by the Broker. Bidding charges payable to SCSBs on the QIB Portion and Non-Institutional

*Bidders (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹ 10 per valid application (plus applicable taxes). Bidding charges payable on the application made using 3-in-1 accounts will be subject to a maximum cap of ₹ 1.00 lakh (plus applicable taxes). 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 NSE*

*Selling commission / bidding charges payable to the Registered Brokers on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:*

<i>Portion for RIBs and Non-Institutional Bidder</i>	<i>₹ 10 per valid application (plus applicable taxes)</i>
<i>Bidding charges / processing fees for applications made by UPI Bidders would be as under</i>	
<i>Payable to members of the Syndicate (including their sub-Syndicate Members)/ RTAs / CDPs</i>	<i>₹ 10 per valid application (plus applicable taxes)</i>
<i>Payable to Sponsor Bank</i>	<i>₹ 7 per valid application (plus applicable taxes) The Sponsor Banks 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</i>

*The total uploading charges / processing fees payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers as listed under (4) will be subject to a maximum cap of ₹3.00 lakh (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹3.00 lakh, then the amount payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹3.00 lakh.*

*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 Banks Agreement. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/I/M dated March 16, 2021.*

*The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant registered broker and other intermediaries.*

*Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.*

### **Interim Use of Net Proceeds**

Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board or a duly constituted committee thereof.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity shares of any other listed company.

### **Shortfall of Funds**

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

## **Bridge Financing Facilities**

As on the date of this Draft Red Herring Prospectus our Company has not raised any bridge loans from any bank or financial institution which are proposed to be repaid from the Net Proceeds.

## **Appraising entity**

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

## **Monitoring of Utilisation of Funds**

As the proposed size of the Offer is less than ₹10,000 lakhs, in terms of Regulation 262 of the SEBI ICDR Regulations, we are not required to appoint of a monitoring agency for the monitoring the utilisation of Net Proceeds. Our Board will monitor the utilization of Net Proceeds through its Audit Committee.

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

## **Variations in Objects**

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

## **Other Confirmations**

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

## BASIS FOR OFFER PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information**” beginning on page 36, 134 and 200 respectively of this Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Offer Price and the Price Band will be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹5/- each and the Offer Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

For the purpose of making an informed investment decision, the investors should also refer “*Risk Factors*”, “*Our Business*”, “*Restated Consolidated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on 36, 134, 200 and 252 respectively of this Draft Red Herring Prospectus

### Qualitative Factors:

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

- Focus on Quality Compliance, Control and Quality Standards
- Experienced Leadership team
- Tech & SaaS platform serving marquee clients
- Operating across the entire spectrum of white collar hiring
- Robust relationships with C-suite executives across three markets

For further details, see “*Risk Factors*” and “*Our Business*” on pages 36 and 134, respectively.

### Quantitative Factors:

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

#### 1. Basic and Diluted Earnings per share (EPS), as adjusted for changes in capital

(in ₹)

For Year Ended	Basic EPS	Diluted EPS	Weight
March 31, 2022	6.62	6.62	1
March 31, 2023	1.81	1.81	2
March 31, 2024	8.40	8.40	3
<b>Weighted Average</b>	<b>5.91</b>	<b>5.91</b>	<b>6</b>

Notes:

- The figures disclosed above are based on the Restated Consolidated Financial Information of the Company*
- The face value of each Equity share is ₹5*
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights*
- Basic Earnings Per Share = Restated Net Profit after tax / Weighted average number of equity shares outstanding during the year.*

- e) *Diluted Earnings Per Share = Restated Net Profit after tax / Weighted average number of diluted potential equity shares outstanding during the year*
- f) *Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 “Earnings per Share”, notified under section 133 of Companies Act, 2013 read together along with paragraph 7 of Companies (Accounting) Rules, 2014*

**2. Price/ Earning (P/E) Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per equity share:**

Particulars	(P/E) Ratio at the lower end of the Floor Price (no. of times)*	(P/E) Ratio at the higher end of the Price Band (no. of times)*
Based on Basic and Diluted EPS as per the Restated Consolidated Financial Information for the year ended March 31, 2024	[●]	[●]
Based on Weighted Average Basic and Diluted EPS	[●]	[●]

*\*to be updated at RHP / Prospectus stage*

**3. Average Return on Net Worth (RoNW)**

For the year ended	RoNW(%)	Weight
March 31, 2022	34%	1
March 31, 2023	8%	2
March 31, 2024	31%	3
<b>Weighted Average</b>	<b>24%</b>	<b>6</b>

*Notes:*

- a) *RoNW has been computed by dividing restated net profit after tax [Excluding Minority Interest] with the average restated Net worth of beginning and the end of the year / period*
- b) *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year / Total of weights.*
- c) *As certified by M/s. A P Sanzgiri & Co, the Statutory Auditor of our Company pursuant to their certificate dated September 15, 2024.*
- d) *Net Worth = Share Capital + Balance in Profit and loss account + Securities Premium Account*

**4. Net Asset Value (NAV) per Equity Share (Face Value of ₹5 each)**

Particulars	NAV (₹)
Year Ended March 31, 2022	22.85
Year Ended March 31, 2023	23.21
Year Ended March 31, 2024	31.61
NAV per Equity Share at Floor Price*	[●]
NAV per Equity Share at Cap Price*	[●]
Offer Price per share*	[●]

*\*To be updated at RHP / Prospectus stage*

**Note:**

- a) *NAV per equity share = Restated Net worth at the end of the year (or period) / weighted average number of Equity shares outstanding at the end of the year / period adjusted for the bonus issue.*



- b) *Net Worth = Share Capital + Balance in Profit and loss account + Securities Premium Account*  
c) *As certified by M/s. A P Sanzgiri & Co, the Statutory Auditor of our Company pursuant to their certificate dated September 15, 2024*

#### **5. Comparison of Accounting Ratio with Industry Peers:**

<b>Name of the Company</b>	<b>Current Market Price (₹)</b>	<b>Face Value (₹)</b>	<b>Basic EPS (₹)</b>	<b>P/E (x) times</b>	<b>RoNW(%)</b>	<b>Net Asset Value per share (₹)</b>
<b>EMA Partners India Limited</b>	[●]	5	8.40	[●]	31%	31.61
<b>Peer Group</b>						
<b>Qness Corp Limited</b>	824.45	10	18.72	44	9.85%	178.19
<b>Teamlease services limited</b>	3156.8	10	62.87	50.2	14.05%	474.32

Notes:

- a) *The figures for our company are based on Restated Consolidated Financial Information for the year ended March 31, 2024.*  
b) *The figures for the Peer Group are based on / computed based on the Consolidated Financial Statements for the year ended March 31, 2024*  
c) *Current Market Price (CMP) is the closing price as on September 05, 2024 and is sourced from www.bseindia.com. For our company, CMP = Offer Price*  
d) *P/E Ratio has been computed based on the CMP as divided by the Basic EPS as on March 31, 2024*  
e) *RoNW has been computed by dividing restated net profit after tax with the average restated Net worth of beginning and the end of the year / period*  
f) *The Offer Price determined by our Company in consultation with the BRLM is justified by our Company in consultation with the BRLM on the basis of the above parameters.*  
g) *The face value of our equity shares is ₹5/- per share and the Offer Price is of ₹ [●] per share is [●] times of the face value*  
h) *Listed peers are as identified by us on the basis of similar line of business with our Company, however not comparable with size of our Company.*  
i) *Net Worth = Share Capital + Balance in Profit and loss account + Securities Premium Account*

#### **6. Key Performance Indicators (KPIs)**

- a) *The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analysing the growth in comparison to our peers. The KPIs disclosed below have been approved, by a resolution of our Audit Committee dated September 05, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. A P Sanzgiri & Co, the Statutory Auditor of our Company pursuant to their certificate dated September 15, 2024 Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for*

such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

(₹ in lakhs unless otherwise specified)

<b>KEY PERFORMANCE INDICATORS (KPI)</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>	<b>31-Mar-22</b>
REVENUE FROM OPERATIONS	6,729.62	5,014.28	5,695.68
EBITDA	1,648.58	407.79	1,412.26
EBITDA MARGIN %	24.50%	8.13%	24.80%
PAT	1,427.30	307.07	1,127.06
PAT MARGIN %	20.74%	6.01%	19.48%
NET WORTH	5,373.96	3,945.54	3,888.47
RETURN ON EQUITY %	30.63%	7.84%	33.90%
DEBTORS TURNOVER RATIO – Days	85	96	67
FEE EARNERS (Number)	28	22	20
OPERATING REVENUE PER FEE EARNING EMPLOYEE	240.34	227.92	284.78

#### **KPI – Formulas**

<b>KPI</b>	<b>FORMULA</b>
REVENUE FROM OPERATIONS	Revenue From Operations (Excluding Other Income)
EBITDA	EBITDA = Profit Before Tax + Depreciation & Amortisation expense + Finance Cost - Other Income
EBITDA MARGIN %	EBITDA / Revenue from Operations (%)
PAT	Profit After Tax from Continuing Operations (After deducting Minority Interests)
PAT MARGIN %	PAT / Total revenue
NET WORTH	Net Worth = Share Capital + Balance in Profit and loss account + Securities Premium Account
RETURN ON EQUITY (ROE) %	ROE = Profit for the period (after deducting Minority Interests) / Average of Net Worth of Current Year & Previous Year
DEBTORS' TURNOVER RATIO - DAYS	365/(Sales/ Average of Trade receivables of Current year and Previous Year)
FEE EARNERS	Employees who contribute directly to the revenues of the company as recognised by the Company's Management.
OPERATING REVENUE PER FEE EARNER	Revenue from Operations / No of Fee Earning employees

#### **KPI Description**

<b>KPI</b>	<b>DESCRIPTION</b>
REVENUE FROM OPERATIONS	Revenue from Operations is used by Management to track the performance and growth of the company.

<b>EBITDA</b>	<i>EBITDA gives a comprehensive view of the health of the company as it considers all sources of Operating Income. It's the aggregate of the consolidated restated profit before tax, depreciation and amortisation expense and finance costs, less other income, for the relevant year.</i>
<b>EBITDA MARGIN</b>	<i>EBITDA Margin is a financial ratio that measures the profitability of the company as a percentage of its Revenue from Operations</i>
<b>PAT</b>	<i>Profit after Tax gives the overall profitability of business.</i>
<b>PAT MARGIN</b>	<i>PAT Margin is a ratio that measures the profitability of the company as a percentage of its Total Revenue</i>
<b>NET WORTH</b>	<i>Net Worth represents the Shareholders' funds invested in the business.</i>
<b>RETURN ON EQUITY (ROE)</b>	<i>Return on Equity (ROE) represents the percentage of Net profit on the Average of Net Worth. This ratio measures the return on Shareholders' funds.</i>
<b>DEBTORS TURNOVER RATIO - DAYS</b>	<i>Debtors' turnover ratio (days) gives the number of days taken by the company to collect its trade receivables.</i>
<b>FEE EARNERS</b>	<i>Fee Earners refer to all employees from the position of Associate Directors and upwards who contribute directly to the revenue of the company.</i>
<b>OPERATING REVENUE PER FEE EARNING EMPLOYEE</b>	<i>This metric helps the Management to assess the Revenue Contributed by each Fee earner.</i>

\* As approved by resolution of the Audit Committee of our Board dated September 05, 2024 and as certified by M/s. A P Sanzgiri & Co, the Statutory Auditor of our Company pursuant to their certificate dated September 15, 2024

**7. Set forth below are the details of comparison of key performance of indicators with our listed individual peers**

**Fiscal 2024**

(₹ in lakhs except % and ratios)

Particulars	EMA Partners India Limited*	Quess Corp Limited**	Teamlease Services Limited**
Revenue from Operations	6,729.62	19,10,000.00	9,32,200.00
EBITDA	1,648.58	69,400.00	13,100.00
EBITDA Margin	24.50%	3.6%	1.4%
PAT	1,427.30	28,000.00	11,300.00
PAT Margin	20.74%	1.5%	1.2%

**Fiscal 2023**

(₹ in lakhs except % and ratios)

Particulars	EMA Partners India Limited*	Quess Corp Limited**	Teamlease Services Limited**
Revenue from Operations	5,014.28	17,15,800.00	7,87,000.00
EBITDA	407.79	58,600.00	12,200.00
EBITDA Margin	8.13%	3.4%	1.6%
PAT	307.07	22,300.00	11,200.00
PAT Margin	6.01%	1.3%	1.4%

**Fiscal 2022**

(₹ in lakhs except % and ratios)

Particulars	EMA Partners India Limited*	Quess Limited**	Corp	Teamlease Limited**	Services
Revenue from Operations	5,695.68	13,69,200.00		6,48,000.00	
EBITDA	1,412.26	62,300.00		14,200.00	
EBITDA Margin	24.80%	4.6%		2.2%	
PAT	1,127.06	25,100.00		3,900.00	
PAT Margin	19.48%	1.8%		0.6%	

Notes:

KPI	FORMULA
REVENUE FROM OPERATIONS	Revenue From Operations (Excluding Other Income)
EBITDA	EBITDA = Profit Before Tax + Depreciation & Amortisation expense + Finance Cost - Other Income
EBITDA MARGIN %	EBITDA / Revenue from Operations (%)
PAT	Profit After Tax from Continuing Operations (After deducting Minority Interests)
PAT MARGIN %	PAT / Total revenue

\*Financial Information for EMA Partners India Limited is taken from Restated Consolidated Financial Information.

\*\*Financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the Industry Report issued by Ken Research Private Limited for the year ended March 31, 2024, March 31, 2023 and March 31, 2022

**8. Weighted average cost of acquisition****A. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities) excluding shares issued under ESOP/ESOS and issuance of bonus shares.**

The weighted average cost of acquisition of all primary issuance during the 18 months prior to the date of this certificate (excluding shares issued under ESOP/ESOS and bonus shares) where such issuance was equal to or more than 5% of fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Sr. no	Date of Allotment	Nature of Transaction	Nature of Consideration	Price per Equity Share (1) & (2)	Face value per Equity Shares	No. of Equity shares	Cost per Equity Share (including securities premium) (Rs)	Total Consideration (Rs)	Cumulative amount paid for the Equity Shares	Cumulative no. of Equity Shares acquired in the last 18 months
1	02-09-2024	Private Placement	Cash	104	5	9,13,856	104	9,50,41,024	9,50,41,024	9,50,41,024
<b>Weighted Average Cost of Acquisition (in ₹)</b>								<b>104</b>		

- (1) After consolidation of face value equity shares of ₹ 1/- each of our Company into equity shares of face value of ₹ 5/- each
- (2) After bonus issue

**B. The price per share of our Company based on the secondary sale / acquisition of shares (equity /convertible securities)**

The computation of weighted average cost of acquisition of all secondary issuance by Promoter and Promoter Group and/or the other shareholders during the 18 months prior to the date of this certificate (excluding gifts) and where such sale or acquisition was equal to or more than 5% of fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Sr.no	Date of Allotment	Nature of Transaction	Nature of Consideration	Acquisition Price per Equity Share	Face value per Equity Shares	No. of Equity shares	Total Consideration (Rs)	Percentage of the pre offer capital	Percentage of the post offer capital
The Promoters and Promoter group have acquired less than 5% of fully diluted paid up share capital of the Company during the 18 months prior to the date of this certificate									
Weighted Average Cost of Acquisition (in ₹)						N.A.			

- C. In case there are no such transactions to report under (A) and (B), then the information shall be disclosed for price per share of the Issuer Company based on last 5 primary or secondary transactions (secondary transactions where promoter / promoter group entities or shareholder(s) selling shares through offer for sale in IPO or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company, are a party to the transaction), not older than 3 years prior to the date of filing of the DRHP, irrespective of the size of transactions.**

Not Applicable

**Secondary Transactions:**

**D. Weighted average cost of acquisition, floor price and cap price**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price (i.e. ₹ [●]/-)	Cap price (i.e. ₹ [●] /-)
Weighted average cost of acquisition of primary / new issue as per paragraph a above	104	NA	NA
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph b above.	NA	NA	NA

Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph c above	NA	NA	NA
-Primary Transactions			
-Secondary Transactions			

*\*as adjusted for changes in capital*

**E. The Offer Price is [●] times of the face value of the equity shares**

*The face value of our share is ₹5/- per share and the Offer Price is of ₹[●] per share are [●] times of the face value. Our Company in consultation with the Book Running Lead Manager believes that the Offer Price of ₹[●] per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the abovementioned information along with the section titled “Risk Factors” beginning on page 36 of this Draft Red Herring Prospectus and the financials of our Company as set out in the cr titled “Restated Consolidated Financial Information” beginning on page 200 of this Draft Red Herring Prospectus*

## STATEMENT OF SPECIAL TAX BENEFITS

To  
**The Board of Directors**  
**EMA Partners India Limited**  
**(formerly known as EMA Partners India Private Limited)**  
204, The Summit Business Bay, Western Express  
Highway, Mumbai City, Vile Parle East,  
Mumbai – 400057, Maharashtra, India

Dear Sir/ Madam,

**Ref: Proposed initial public offering of equity shares of face value of ₹5 each (the “Equity Shares” and such offering, the “Offer”) of EMA Partners India Limited (formerly known as EMA Partners India Private Limited) (the “Company”/“the Issuer”)**

Subject: Statement of Possible Special Direct Tax Benefits available to the “Company”, its shareholders and material subsidiaries under the applicable Income tax laws in India with respect to proposed initial public offering for issue of equity shares of the face value of ₹ 5/- each (“the “Equity Shares”) of EMA Partners India Limited, (the “Company”/ “Issuer”) through a fresh issue and offer for sale of equity shares by certain existing shareholders (the “Offer”)

We hereby report that the enclosed annexure prepared by the management of **EMA Partners India Limited (formerly known as EMA Partners India Private Limited)**, states the special tax benefits available to the Company, the shareholders of the Company and to its material subsidiaries identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, being EMA Partners Executive Search Private Limited, India, EMA Partners Executive Search Limited, Dubai and EMA Partners Singapore Pte Ltd (the “**Material Subsidiaries**”) as applicable under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the “GST Act”) presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders or Material Subsidiaries to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed Statement and the contents stated therein is the responsibility of the Company’s management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Offer by the Company.

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

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

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

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. Applicability of special tax benefit in respect of foreign subsidiaries, we have obtained and relied upon confirmation in these regards from Board of Directors/auditors.

We assume no obligation to update this Statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion

in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For and on behalf of  
**A P Sanzgiri & Co**  
Chartered Accountants  
Firm Registration NO. 116293W

**Sonali Patil**  
Partner  
M. No. 135516  
UDIN: 24135516BKHYUY5094

Place: Mumbai  
Date: 15/09/2024



**STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO EMA PARTNERS INDIA LIMITED  
(FORMERLY EMA PARTNERS INDIA PRIVATE LIMITED) (THE “COMPANY”) AND ITS SHAREHOLDERS  
UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES (“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 fulfil.

**UNDER THE TAX LAWS**

**A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY**

**DIRECT TAX LAWS**

**- Deduction under Section 80JJAA of the Act**

Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction, under the provisions of Section 80JJAA of the Income-tax Act, 1961, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

**- Section 80M of the Act**

Under Section 80M of the Income-tax Act, 1961, in respect of dividend received by the Company from any other domestic company or a foreign company or a business trust and included in the Company’s total income, a deduction is available to the Company of an amount equal to so much of the dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by the Company on or before one month prior to due date of furnishing the income-tax return for the relevant year.

**INDIRECT TAX LAWS:**

No special tax benefits available to the Company.

**B. SPECIAL TAX BENEFITS AVAILABLE TO SHAREHOLDERS**

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

**C. SPECIAL TAX BENEFITS AVAILABLE TO MATERIAL SUBSIDIARIES**

- EMA Partners Executive Search Private Limited, India:

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

- EMA Partners Executive Search Limited, Dubai:

There are no special tax benefits\* available to the Shareholders under the Tax Laws as applicable in their country.

\* Lower or NIL income tax rate on taxable income tax in accordance with the Income Tax Rule as applicable in the country is not considered as special benefit

- EMA Partners Singapore Pte. Ltd:

There are no special tax benefits\* available to the Shareholders under the Tax Laws as applicable in their country.

\* Lower or NIL income tax rate on taxable income tax in accordance with the Income Tax Rule as applicable in the country is not considered as special benefit,

## NOTES:

1. The above is as per the current Tax Laws prevalent as on the date of issuance of this certificate.
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.
4. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.
5. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
6. The stated benefits will be available only to the sole/ first named holder in case the equity shares are held by joint holders.
7. In respect of non-residents, the tax rates and the consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
8. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.
9. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
10. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

For EMA Partners India Limited,  
(formerly known as EMA Partners India Private Limited)

**Krishnan Sudarshan**  
Chairman & Managing Director  
DIN: 01029826

Date: 15/09/2024  
Place: Mumbai

## SECTION VIII: ABOUT THE ISSUER

### OUR INDUSTRY

Unless otherwise indicated, the industry and market data contained in this Draft Red Herring Prospectus is derived from the “Ken Research Report”, which has been commissioned by our Company. We have received the consent to use the extracts from this report vide Consent Letter dated August 07, 2024. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Ken Research Report and included herein with respect to any particular year, refers to such information for the relevant calendar year.

### INDUSTRY OVERVIEW

#### 1. Global Macroeconomic Outlook

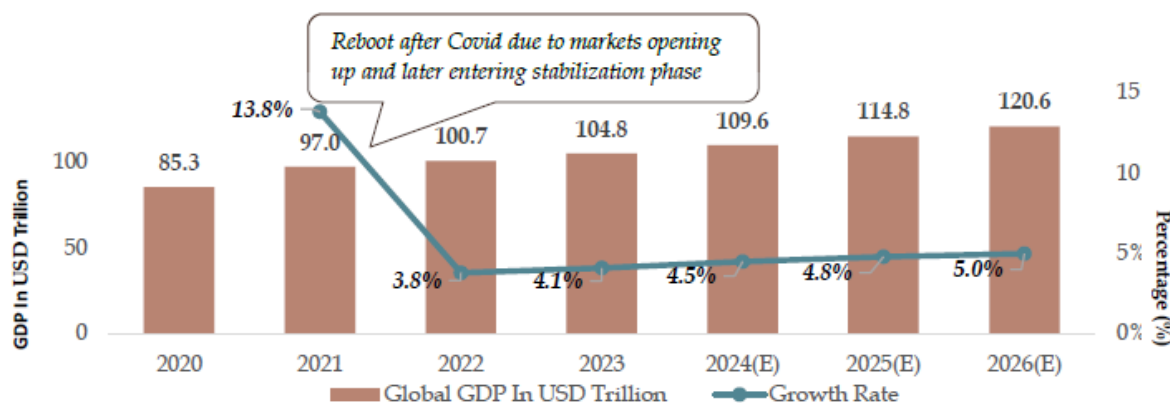
The global economy has shown remarkable resilience as it bounces back from the challenges posed by the COVID-19 pandemic. According to the International Monetary Fund (IMF), global growth is projected to stabilize around 4.5% in 2024. This recovery is largely driven by strong consumer spending, increased investments in infrastructure, and a significant rebound in international trade, especially in emerging markets and developing economies.

International trade is picking up pace again, aided by the resolution of many supply chain issues and robust global demand for goods and services. Foreign direct investment (FDI) has also seen a resurgence, particularly in high-growth sectors such as technology, healthcare, and renewable energy, reflecting a renewed confidence among investors in long-term economic prospects.

The rapid pace of technological innovation continues to shape the global economy. Breakthroughs in digital technologies, artificial intelligence, and automation are driving productivity and transforming industries. Companies worldwide are heavily investing in digital transformation to enhance efficiency and remain competitive.

Global labor markets are on the mend, with unemployment rates gradually decreasing and more people rejoining the workforce. However, the transition hasn't been smooth for everyone, as issues like skill mismatches and the rapid pace of automation continue to challenge job markets. The International Labour Organization (ILO) highlights the importance of reskilling and upskilling initiatives to help workers adapt to these changes and boost productivity.

**Figure 1-1: Global Gross Domestic Product (GDP) at current prices (USD Trillion), 2020-2026E**



Source: World Economic Outlook, 2024 (IMF) & Ken Research Analysis

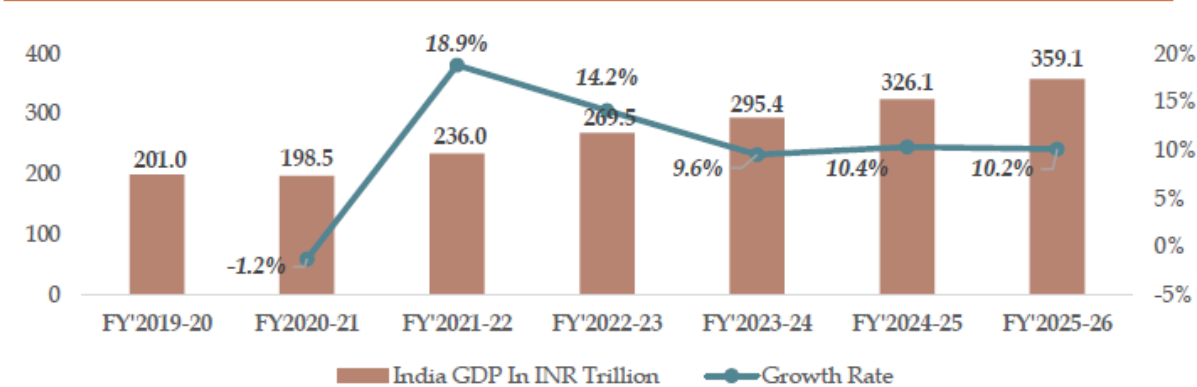
Note: E stands for Estimated

#### 2. India Macroeconomic Outlook

India, the world's fifth-largest economy by nominal GDP (INR 295.1 trillion in FY 2024-25) continues to display robust economic growth despite global economic challenges. The Indian economy has shown resilience, supported by a diverse range of sectors including services, manufacturing, and agriculture. The country's growth trajectory is underpinned by strong domestic consumption, a burgeoning middle class, and significant government initiatives aimed at fostering economic development.

India's GDP growth rate has been one of the fastest among major economies, with a projected growth rate of 7-8% over the next few years. This growth is driven by a mix of factors including increased government spending on infrastructure, a revival in private investment, and strong consumer demand. The economic reforms and structural changes implemented by the government, such as the introduction of the Goods and Services Tax (GST), Make in India and the Insolvency and Bankruptcy Code (IBC), have further bolstered the business environment. Growing GNI per capita is boosting household consumption, with the middle class expected to make up 55% of the population by 2026.

**Figure 2-1: India's Gross Domestic Product (GDP) at current Prices in INR Trillion, FY' 2019-20 to FY'2025-26E**



Source: Ministry of Statistics and Programme Implementation (MoSPI), World Economic Outlook, 2024 (IMF) and Ken Research Analysis

### 3. Employment Landscape in India

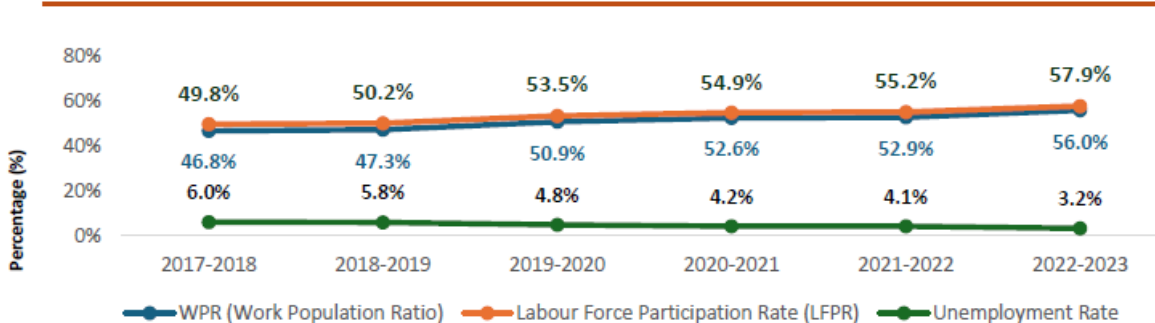
#### **Key Employment Tenets (Work Population Ratio, Labor Force Participation Rate, Unemployment Rate)**

As of the latest data, the overall Work Population Ratio (WPR) has increased from 46.8% to 52.9%, highlighting the percentage of individuals aged 15 and above who are actively employed. Efforts are being made to increase this ratio through various skill development and employment generation programs.

The Labor Force Participation Rate (LFPR) increased from 49.8% to 57.9%, showing more people engaged in or seeking employment. The Unemployment Rate (UR) decreased from 6.0% to 3.2%, reflecting a reduction in joblessness.

This trend suggests a strengthening labor market with more employment opportunities and higher workforce participation

**Figure 3-1: Analysis of Work Population Ratio, Labor Force Participation Rate and Unemployment Rate, 2017-2023**



Source: Directorate General of Employment

Note: The LFPR, WPR and Unemployment Rate in usual status for persons of age 15 years and above; 2017-2018 covers the data from 1 July 2017 to 30th June 2018 and so on

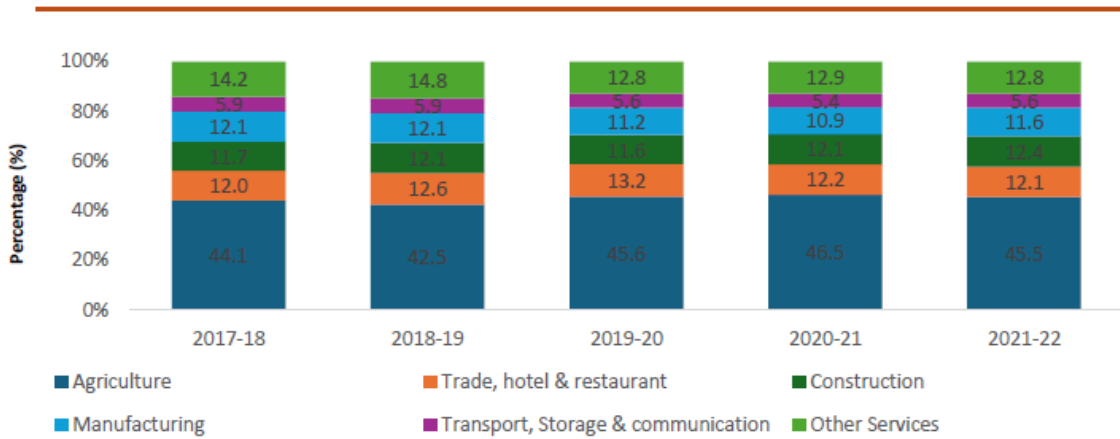
### Industry-Wise Distribution of Workers

From the year 2017-22, the distribution of workers across industries showed distinctive trends. Agriculture employed the largest share, ranging from 44.1% to 45.5%, highlighting its role in employment stability. The Trade, Hotel & Restaurant sector maintained a steady share of 12.0% to 13.2%, reflecting consistent demand.

Construction remained significant, with a share between 11.7% and 12.4%, indicating its role in infrastructure. Manufacturing fluctuated, declining from 12.1% in 2017-18 to 10.9% in 2020-21 but rebounding to 11.6% in 2021-22, showing sensitivity to economic shifts.

Sectors like Transport, Storage & Communications, Electricity, Water, and Mining & Quarrying maintained stable, smaller shares, contributing to workforce diversity. These trends underscore the varied economic contributions and resilience of different sectors

Figure 3-2: Formal job creation in India (in Crore)



Source: Directorate General of Employment

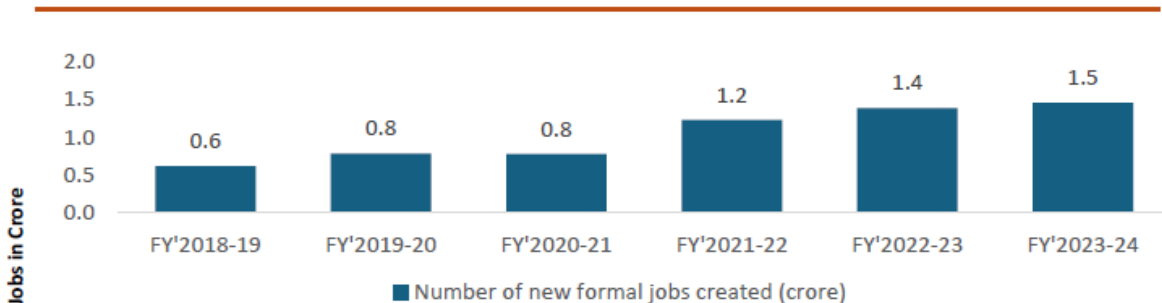
Note: 2017-2018 covers the data from 1 July 2017 to 30<sup>th</sup> June 2018 and so on, Others include Electricity, Water, Mining, Quarrying and more

### Job Creation Scenario

The past financial year saw limited formal job creation, with only 5% growth in Employee Provident Fund Organization (EPFO), enrollments in FY'2023-24.

The EPFO payroll added 1.44 crore people in financial year 2024, up from 1.38 crore in FY'2022-23. This modest increase contrasts with the significantly higher growth of 58% in financial year 2022 and 13% in FY'2022-23, reflecting a more substantial post-pandemic recovery.

Figure 3-3: Formal job creation in India (in Crore), FY'2018-19 to FY'2023-24



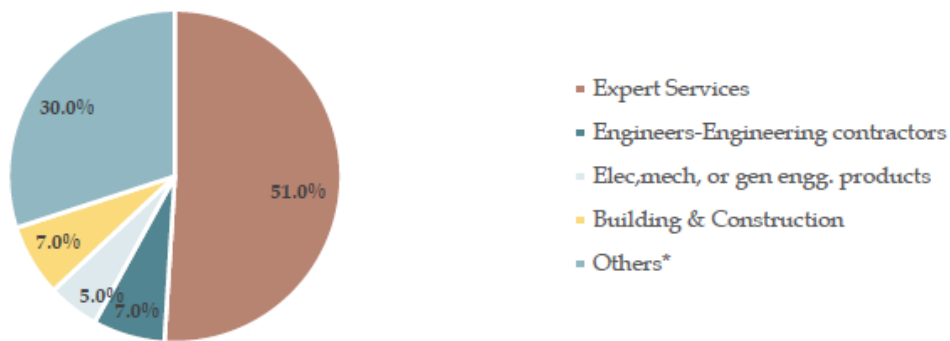
Source: Employee Provident Fund Organization & Ken Research Analysis

Note- FY'2018-19 stands for financial years in India starting on 1<sup>st</sup> April of the 2018 & ending on 31<sup>st</sup> March of 2019

### **Key Segments Driving Job Creation in India**

In FY'2022-23, expert service sector that includes manpower supplies, normal contractors and security services and more contributed ~51.0% to the formal job creation. This sector caters to wide range of industries including IT, retail, manufacturing and more. Ongoing infrastructure projects, need for specialized services and various government policies promoting formal job creation added to the growth in this sector.

**Figure 3-5: Contribution of major sectors to the formal job creation in India, FY'2022-23**



Source: Employee Provident Fund Organization, Finance Ministry & Ken Research Analysis

Note: Others include establishments engaged in manufacture, marketing services, usage of computer; establishments in cleaning & sweeping services, financial establishments, garments making and more.

### **External factors impacting job creation in India**

#### **Government Initiatives:**

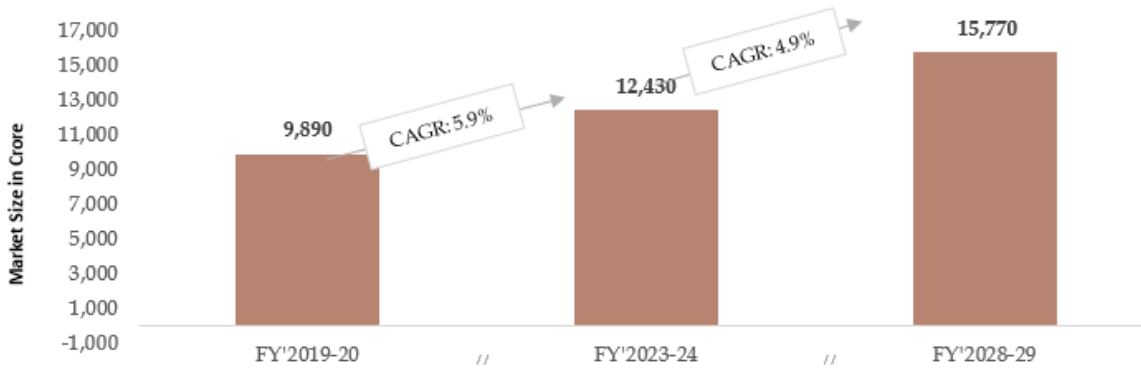
The Aatmanirbhar Bharat Rojgar Yojana (ABRY), launched on October 1, 2020, incentivizes employers to create and restore jobs lost during the COVID-19 pandemic by reducing their financial burden through the EPFO. By March 30, 2022, 54.75 lakh employees benefited.

The 2023-24 budget proposes a 33% increase in capital investment to Rs 10 lakh crore, the third consecutive year of growth, to boost infrastructure, growth, and employment.

#### **4. INDIA's Staffing and recruitment market**

The recruitment and staffing industry posted revenues of INR 9,890 Cr in FY 2018-19, which has reached INR 12,430 Cr in FY 2023-24, at a CAGR of 5.9%. This represents the addressable market opportunity for all the recruitment and HR outsourcing players inclusive of Leadership hiring/ executive search, Professional hiring and general recruitment.

**Figure 4-2: India Staffing and Recruitment Market Size, FY'2019-20 to FY' 2028-29**



Source: Interviews with Industry Experts, Industry Reports & Ken Research Analysis

Note- FY'2019-20 stands for financial years in India starting on 1st April of the 2019 & ending on 31st March of 2020

Rising demand for skilled labor across various industries, technological advancements in recruitment processes such as AI and automation, and the expansion of sectors like IT and healthcare are driving significant hiring needs.

88% of professionals aged 18-24 are contemplating a career change, compared to 64% of those aged 45-54 in next 1 year. Young Professionals are considering to switch jobs this year for higher wage and work-life balance and flexibility. (source: LinkedIn Economic Data Survey – 2070 workers aged 18+)

**The Indian Staffing & Recruitment Industry in India is expected to grow at a CAGR of 4.9% from FY'2023-24 to FY'2028-29.** The market is expected to reach INR 15,770 Cr by FY'2028-29.

#### **Market Segmentation Basis Type of Hiring, FY'2019-29**

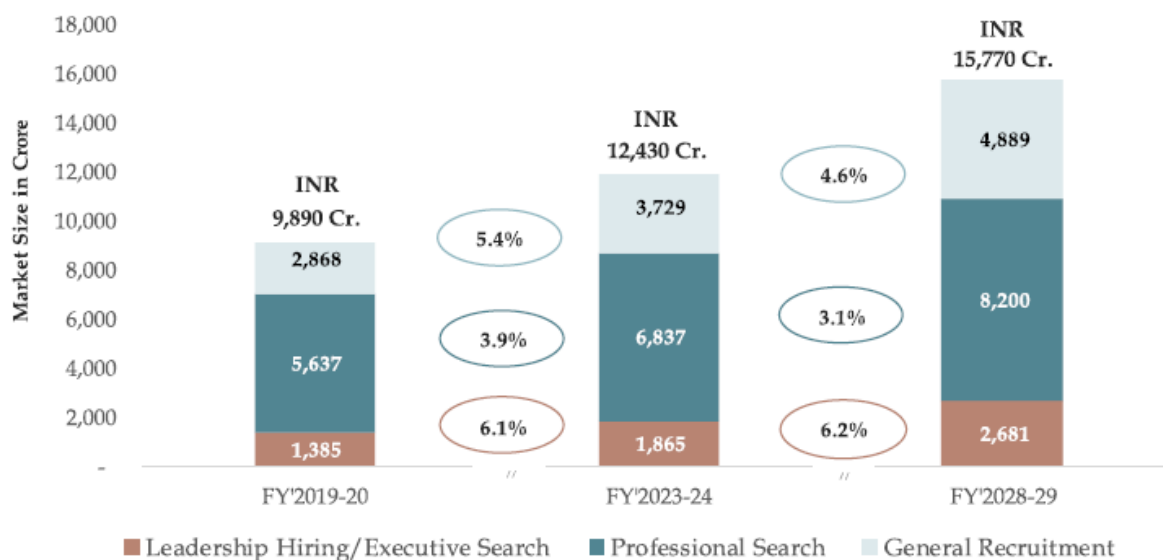
The India Staffing & Recruitment Market is divided into 3 types of hiring:

**Leadership Hiring/ Executive Search:** This category includes leaders at the Board, C-Suite, and Senior Executive levels, accounting for ~15.0% of the overall market. Despite representing a smaller market share, there is a higher demand for senior-level or executive positions. These roles are critical for strategic leadership and decision-making, underscoring their importance despite their limited numbers. Total leadership hiring pool is of around 1.6 million professionals in India as of March 2024.

**Professional Search:** This includes mid-senior level hiring, contributing ~55% to the overall market. The majority of recruitment efforts focus on professional roles, suggesting a high demand for specialized skills and expertise. This aligns with the need for highly qualified individuals in technical, managerial, or specialist positions.

**General Recruitment:** This includes B2B platforms; candidate shortlisting & job discovery platforms. This significant portion highlights the demand for general positions, which may include entry-level or non-specialized roles; contributing ~30.0% to the overall market. These roles are essential for the day-to-day operations and broader workforce needs.

**Figure 6-6: Market Segmentation basis Type of Hiring (in Crore), FY'2019-29**



Source: Interview with Industry Experts, Industry Reports & Ken Research Analysis

FY'2023-24 stands for financial years in India starting on 1st April of the 2023 & ending on 31st March of 2024

The market share for each segment is in INR Cr.

Note: The circles between the bars denote CAGR

**Table 4-2: Cross- comparison basis Type of Hiring**

Tenets	Leadership Hiring / Executive Search	Professional Search	General Recruitment
<b>Candidate Profile</b>	Highly experienced, strong leadership and strategic skills	Experienced professionals with technical and managerial skills	Entry-level to experienced individuals with varied skills
<b>Impact of Hiring</b>	High impact on company direction and culture	Significant impact on team performance and department goals	Direct impact on daily operations and productivity
<b>Time to Hire</b>	3-9 Months	1-2 Months	3-4 weeks
<b>Average Tenure of employees in a company</b>	7-10 years	3-5 years	1-2 years

Source: Industry Reports & Ken Research Analysis

**Table 4-3: Number of People placed by recruitment agencies across segments (Permanent job roles)**

Type of Jobs	Leadership Hiring /Executive Search in Thousand	Professional Search in Thousand	General Recruitment in Thousand
<b>FY'2019-20</b>	11-13	150-200	> 800
<b>FY'2023-24</b>	16-18	200-250	>1,000
<b>FY'2028-29</b>	22-24	250-300	>1,200

Source: Ken Research Analysis; N= 35 expert level interviews in several leadership hiring, executive search and professional HR and general recruitment sourcing companies



5. Key Hiring trends and challenges in Staffing Industry

**Table 4-5: Trend Analysis basis Type of Hiring**

Trends	Leadership Hiring/ Executive Search	Professional Search	General Recruitment
~70% of companies have started using <b>Artificial Intelligence and Automation</b>	Medium	Medium	High
Many companies run “Women Only Hiring” to adhere to <b>Diversity, Equity, Inclusion, &amp; Belonging (DEIB)</b> in their company	High	Low	Low
~80% of players uses <b>Application Tracking System (ATS)</b> to expertise their operations	Low	Medium	High
~90% of companies focus on <b>Data Driven Recruitment</b>	High	High	Medium
Post-COVID-19, <b>remote and hybrid work models</b> have become a key perk offered by companies	High	Medium	Low

Note: High ■ Medium ■ Low ■ basis popularity of the trend in the given segment

**Table 4-6: Hiring Intent for Top 4 Industries bases Type of Role**

Industries	Leadership/ Executive Search	Professional Search	General Recruitment
Financial Service	Medium	Medium	Medium
IT & Technology	Medium	Medium	High
Manufacturing	Low	Low	High
Healthcare and Biotechnology	High	High	Medium

Note: High ■ Medium ■ Low ■ Basis Hiring Intent in Industries.

Hiring intent is calculated by analyzing number of open positions and total employment in the given sector

## Threats and Challenges in Staffing and Recruitment Industry

### (1) Cash Flow Constraints due to Payment Delays

In the dynamic world of staffing and recruitment, **Indian agencies often grapple with cash flow problems** due to delayed client payments, **a common issue affecting ~60% of small businesses**. These delays hinder their ability to pay staff and cover operational expenses, creating financial bottlenecks that disrupt service delivery and growth.

During economic recessions, companies often reduce or freeze hiring, leading to a significant drop in revenue for recruitment agencies. **With hiring activity potentially decreasing by ~40% during recessions**, agencies must adapt quickly, finding alternative revenue streams and optimizing operations to weather the economic storm and sustain their business.

### (2) Balancing Technology Upgrades and Operational Costs

**Keeping up with the latest recruitment technologies** (ATS, CRM systems) can be costly and complex. Relying on outdated systems can hinder efficiency and competitiveness, where agencies using modern technology see a 20-30% increase in productivity.

**Maintaining physical office spaces is costly for staffing agencies**, and while remote work can cut these expenses, it requires significant investment in digital infrastructure and cybersecurity. Balancing these costs is essential to stay efficient and competitive in the evolving market.

### (3) Revenue Vulnerability & Profit Margin Pressures

**Over-reliance on a few key clients can be risky for staffing agencies**, as losing one or experiencing reduced recruitment needs can lead to significant revenue drops. For example, agencies heavily dependent on top clients might face up to a 20-30% revenue decline if these clients shift to competitors or cut hiring.

**Intense competition also fuels pricing wars**, which can squeeze profit margins by 15% and potentially compromise service quality.

Furthermore, industries like tech and manufacturing may experience volatile recruitment needs, with demand fluctuating unpredictably by as much as 25%. To thrive, agencies must strategically diversify their client base and adapt to market changes, ensuring resilience and sustained growth in a competitive landscape.

### (4) Balancing Recruitment Demands and Emerging Technology Risks

**Top leadership roles in India attract only a handful of highly qualified candidates**, making the competition fierce among organizations eager to secure the best talent.

Meanwhile, the integration of **AI and machine learning** in recruitment processes offers great potential but **also poses risks**—without careful monitoring, these technologies can perpetuate existing biases, affecting fairness in hiring.

Additionally, skills shortages in critical areas like **AI, blockchain, and IoT** are a growing concern; **with only about 10% of Indian professionals equipped with these cutting-edge skills, businesses face delays in innovation and a competitive disadvantage**.

### (5) Data Security and Privacy Risks

The industry experiences an average of **1-2 significant data breaches** per year. Each breach can potentially expose sensitive information about candidates and clients.

The cost of data breaches includes **direct expenses like forensic investigations and legal fees**, which can range from ₹50 lakh to ₹1 crore per incident. **Indirect costs, such as lost business and reputational damage**, can increase total impact by an additional 25-50%.

**Data breaches can lead to a loss of client trust**, affecting client retention rates by up to 15% and leading to a potential 10-20% reduction in business.

### (6) High Costs and Resource Demands for Regulatory Compliance

Compliance with regulations such as the **General Data Protection Regulation (GDPR)** for international clients and India's own data protection laws involves significant costs. **This can account for 2-4% of annual revenue**. Ongoing legal and compliance audits, along with potential fines for non-compliance, can add an additional 3-5% to operational expenses.

## 6. Positioning of EMA Partners in Industry

EMA Partners operates across all three segments of the recruitment market: leadership hiring/executive search, professional search, and general recruitment, offering comprehensive market coverage. The group addresses various hiring needs through its diverse brand portfolio.

Within the General Recruitment & Professional Search category, market is fragmented with both legacy & new age players operating in (12,500+ companies present).

**For Executive Search / Leadership Hiring, EMA Partners ranks within the top #10 by revenue with a market share of ~2.6%**, competing with the likes of Heidrick & Struggles, Spencer Stuart, Korn & Ferry, Egon Zehnder, Russell Reynolds Associates.

Additionally, In the middle segment of professional search, the notable absence of institutional players presents significant growth opportunities for James Douglas. With reduced competition, an underserved market, and the chance to establish a strong brand presence, James Douglas can capture a larger market share. The company's ability to be agile and innovative, coupled with scalable opportunities, positions it well to develop unique services and adapt quickly to market changes, thereby solidifying its role as a leading provider in this segment

**Figure 4-5: Ecosystem of entities operating in India Staffing & Recruitment Market**



Source: Ken Research Analysis

Notes: \*James Douglas and MyRCloud are subsidiaries of EMA Partners

The target addressable market (TAM) is currently valued at INR 12,430 crore for the financial year 2023-24. The top 4-5 players, including Heidrick & Struggles, Spencer Stuart, Korn Ferry, and Egon Zehnder, each hold a market share of approximately 7-10% each within this category. Consequently, a mid-sized company aiming to achieve scale within the next five years has the potential to capture an additional 5-8% market share in this sector, benefiting from the ample headroom present in the long-tailed industry.

## 7. Financial Snapshot of Public Listed Players in India

Table 6-26 presents a financial overview of the public listed players in staffing and recruitment market in India. It includes their revenue, and key financial ratios for FY'2021-22 to FY'2023-24, providing insight into their market positioning and growth over the years. Quess Corp is an Indian business services company established in 2007. It provides a range of services including staffing, facility management, and technology solutions. Quess Corp operates several subsidiaries; IKYA Human Capital Solution, Magna Infotech, Conneqt Business Solution, Comtel Solutions, Trimax IT Infrastructure & Services.

TeamLease Services Limited is an Indian human resource and workforce solutions company established in 2002. It specializes in staffing, recruitment, and HR services.

**Table 626: Financial Overview of Qess Corp and Teamlease, FY'2022-24**

Particulars, INR Crore except for ratios & margins; FY' 2023-24	Qess Corp			Teamlease		
	FY'2023-24	FY'2022-23	FY'2021-22	FY'2023-24	FY'2022-23	FY'2021-22
Revenue from Operations	19,100	17,158	13,692	9,322	7,870	6,480
Growth Rate (%)	11.0%	26.0%	25.7%	18.5%	21.5%	32.7%
EBITDA*	694	586	623	131	122	142
EBITDA Margin	3.6%	3.4%	4.6%	1.4%	1.6%	2.2%
PAT	280	223	251	113	112	39
PAT Margin	1.5%	1.3%	1.8%	1.2%	1.4%	0.6%
Market Cap**	7,743	5,479	9,553	4,584	3,829	7,418
Return on Equity Ratio	9.85%	8.4%	10.0%	14.05%	13.35%	6.0%
Debt Equity Ratio ***	0.12	0.22	0.24	0.04	0.02	0.04

Note: FY'2023-24 stands for financial years in India starting on 1st April of the 2023 & ending on 31st March of 2024 and so on | \* EBITDA is taken from recent annual reports \*\* Market Price as per the current years i.e. March 2024, 2023 and 2022 / \*\*\*Equity for debt and equity ratio includes sum of Shareholders equity and non-controlling interests

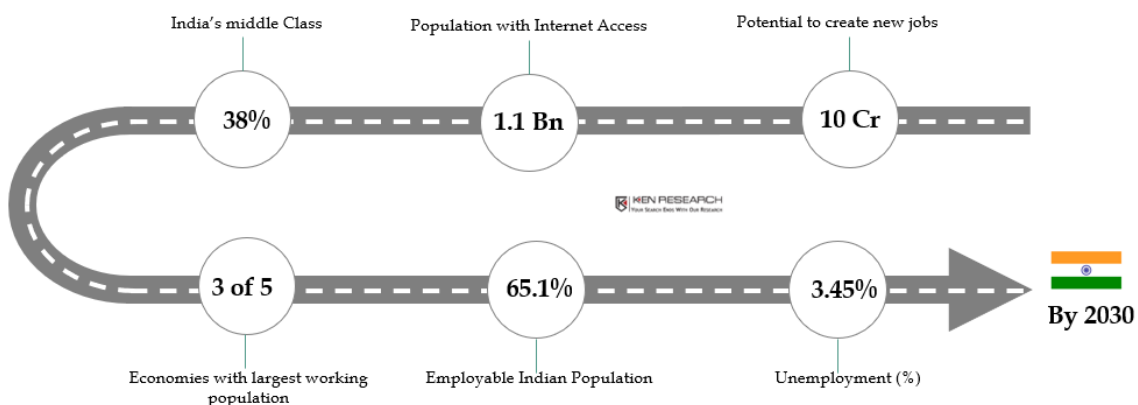
Source: Annual Reports and Ken Research Analysis

**8. Growth Opportunities in India, US, EMEA and South- East Asia**

India is projected to remain one of the world's fastest-growing economies over the next decade, making it a crucial long-term growth market for multinationals across various industries, including manufacturing (autos, electronics, chemicals) and services (banking, insurance, asset management, healthcare, IT).

India's digital transformation is set to accelerate e-commerce growth, reshaping the retail market over the next decade. This evolution is attracting leading global tech and e-commerce multinationals.

**Figure 5-1: Market Signals impacting Employment in India by 2030**



*Source: Industry Reports & Ken Research Analysis*

India boasts a young & rapidly growing workforce, providing a substantial demographic dividend. This youthful population is a valuable asset, offering large pool of potential employees for various sectors, from tech startups to traditional manufacturing.

Indian staffing and recruitment firms are uniquely positioned to capitalize on the burgeoning opportunities in the EMEA, USA, and Southeast Asian markets. These regions offer lucrative growth prospects for Indian firms due to the high demand for skilled talent across critical sectors such as IT, healthcare, engineering, and finance. With their unparalleled expertise in sourcing top-tier professionals, Indian firms are well-equipped to address these needs. Leveraging robust talent pools and a keen understanding of global workforce dynamics, these firms offer cost-effective, efficient solutions that can drive significant value for international businesses.

#### EMEA region

The market size for EMEA in 2024 is projected to be USD 265.9 billion, with an impressive CAGR of 12%, reaching USD 468.5 billion by 2029. With recruitment firm penetration in EMEA at just 1.5%, Indian firms have substantial opportunities to expand into this market, capitalizing on the untapped potential and growing demand for efficient talent solutions.

#### Southeast Asia

Southeast Asia is expected to grow from USD 1.8 billion in 2024 to USD 3 billion in 2029, at a CAGR of 13.4%. This is due to rapid digital transformation and increasing foreign investments. Indian professionals constitute ~12% of the expatriate workforce in countries like Singapore and Malaysia, fueling the need for recruitment services that address this talent pool.

#### USA

The USA market is poised to grow from USD 47.7 billion in 2024 to USD 83 billion by 2029 with an 11.8% CAGR, is also fueled by advancements in AI and automation. This is driven by the high demand for Indian talent in tech hubs like Silicon Valley and New York City. This growth is supported by a 10-15% annual increase in recruitment activity among Indian diaspora professionals in these regions.

These figures underscore the vast opportunities available for Indian recruitment firms to enter and flourish in these regions.

## OUR BUSINESS

*This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled “Risk Factors” and sections titled “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 36,200 and 252 respectively, of this Draft Red Herring Prospectus.*

*Unless otherwise indicated, the Restated Consolidated Financial Information included herein is based on our Restated Consolidated Financial Information for the Financial Years ended on March 31, 2024, 2023 and 2022 included in this Draft Red Herring Prospectus. For further information, see “Restated Consolidated Financial Information” beginning on page 200 of this Draft Red Herring Prospectus*

### OVERVIEW


EMA Partners India Limited (“Company”) is a leading executive search firm delivering bespoke leadership hiring solutions to a wide range of clients across diverse sectors. The Company has recruited several business and functional leaders for domestic and international clients.

The Company was incorporated on September 9, 2003 as Executive Management Associates India Private Limited by Mr. Krishnan Sudarshan (Chairman and Managing Director) and Mr. Subramanian Krishnaprakash (Whole Time Director). Executive Management Associates India Private Limited was renamed as “EMA Partners India Private Limited” on February 4, 2004.

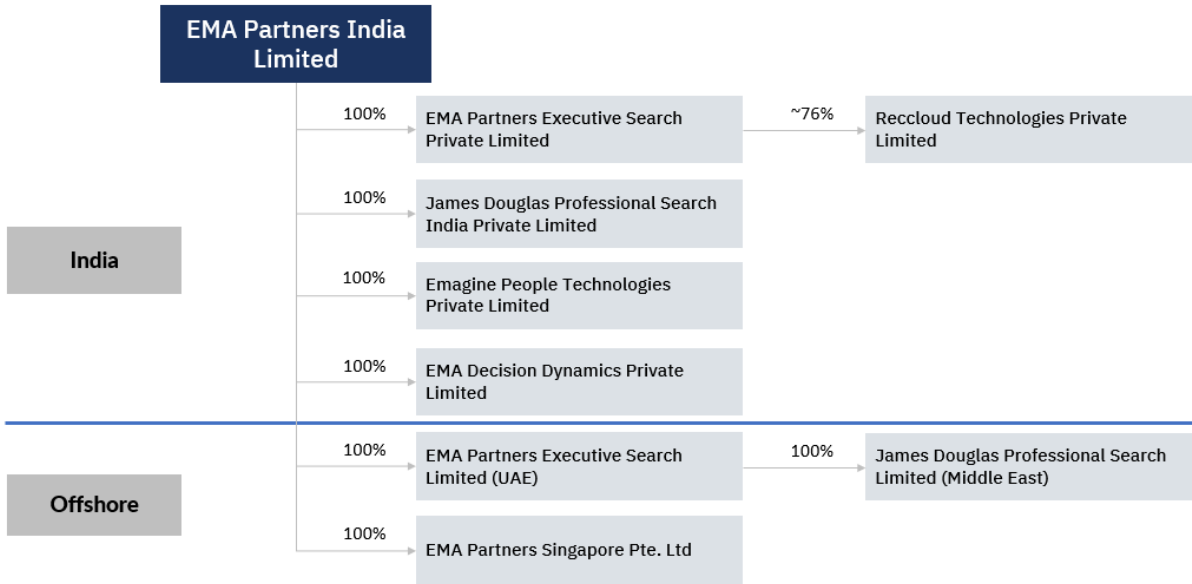
The Company entered into a membership agreement on September 25, 2003 and became a member firm of “EMA Partners International Limited” domiciled in London. The key objectives of “EMA Partners International Limited” are

- a) To bring together independent professional firms around the world so that member firms can offer professional executive search services to their clients, wherever these clients operate
- b) To encourage member firms to meet the service requirements of each other’s clients
- c) To promote and market the name “EMA Partners International” so that member firms can be selected as executive search / management consultants to the international business community.
- d) To advance the mutual professional and business interests of member firms.

By virtue of this agreement, the Company associated itself with an international group of executive search firms associated

as member firms of “EMA Partners International Limited” and is allowed to use this brand name - 

The Company, headquartered in Mumbai, has offices in Chennai, Gurgaon and Bengaluru. With a view to tap into the global talent and client pool, the Company expanded its operations in South East Asia by setting up a subsidiary EMA Partners Singapore Pte Ltd in Singapore in September 2010. Later, the Company saw growth opportunities in Middle East and set up 2 subsidiaries - EMA Partners Executive Search Limited in March 2017 and James Douglas Professional Search Limited in July 2022. The structure of EMA Partners India Limited and its subsidiaries is given below:



Over the past 2 decades, the Company has serviced a wide range of clients across Industries and business functions, which are represented below:



The Company along with its subsidiaries cover the entire spectrum of white collar hiring right from entry level opportunities to senior leadership. The Company has three distinct practice areas:



- (1) **EMA Partners** – mainly focusses on hiring for C- Suite and Board Level positions across India, Middle East and Singapore.

The team under “EMA Partners” is staffed by individuals having Industry knowledge, local expertise with global presence and Industry-specific specialists to achieve a successful outcome to each leadership hiring assignment. The Company had entered into a joint venture with Decision Dynamics Research AB (a company incorporated in Sweden) on August 3, 2018 to provide expert leadership assessments and advisory services to clients which included (a) an assessment of the current Leadership team (b) recognition of critical gaps (c) identification of high potential Leaders and interventions required to elevate such individuals into key leadership roles in the organisation. The joint venture came to an end in March 2023. However, the company continues to access decision dynamics tools for assessment of candidates as and when required from Decision Dynamics AB.

Revenue model: Fees are generally charged as a percentage of the annual compensation of the candidate to be placed and are non-refundable. Fees are realised upon achieving the pre-defined milestones like at acceptance of engagement, showcasing shortlisted candidates and upon offer acceptance or joining by selected candidate.

- (2) **James Douglas** is one of the founding partners of EMA Partners International and has permitted the Company to use his name to create a brand which specializes in agile recruitment solutions for mid to senior-level positions across diverse industries.

The Company has 2 subsidiaries using the “James Douglas” brand name – James Douglas Professional Search India Private Limited which was incorporated on May 14, 2021 and James Douglas Professional Search Limited which was incorporated on July 25, 2022 in Dubai. Mr. Sanjeev Das, Partner is the supervisor & Director in charge for the James Douglas business in India and Mr. Amarjeet Dutta, Managing Partner is the supervisor & Director-in charge for the James Douglas Middle East business.

Revenue model: Commission fee model. In the commission-based model, the Firm is paid a commission for each successful placement. The commission is usually a percentage of the hired candidate's first-year salary or a fixed fee agreed upon beforehand. This model focuses on individual placements rather than ongoing recruitment support, with the Firm earning most of the revenue only when a candidate is successfully hired while a small percentage of fee is charged upfront on commissioning the engagement.

- (3) **MyRCloud** – focusses on hiring of Entry and Middle Management Level Executives.

MyRCloud is an integrated technology platform that connects companies, recruiters, and candidates, offering scalable recruitment solutions through a single interface. Serving as a tech-driven recruitment marketplace, it provides an AI-powered talent acquisition solution for intelligent candidate sourcing and shortlisting. It uses technologies like workflow and evaluation tools, robotic video interviews, and AI/ML-based screening algorithms to ensure efficient recruitment process. The platform's strength lies in its AI and ML technology, which drives innovation and helps companies identify, attract, and retain top talent across different industries and roles. MyRCloud offers a single-window solution for all hiring needs.

The business is housed in Recloud Technologies Private Limited which was incorporated on December 15, 2021 and is led and managed by Mr. A Ramachandran (CEO).

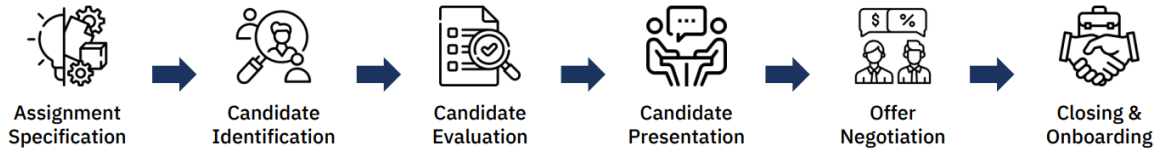
Revenue model: Platform usage fee & commission fee model. The Company charges a fixed fee for platform usage on a case-to-case basis. In addition, in the commission-based model, the company is paid a commission for each successful placement. The commission is usually a percentage of the hired candidate's first year salary or a fixed fee agreed upon beforehand. This model focuses on ongoing recruitment support, with the Company earning revenue when the platform is deployed in addition to when a candidate is successfully hired. A portion of the revenue is shared with 3<sup>rd</sup> party recruitment Firms / Free lance recruiters.



**The processes followed under three practice areas are described below:**

• **EMA Partners:**

The snapshot given below depicts the hiring process followed at “EMA Partners” for Leadership level hiring:



**Assignment Specification:** Company engages with senior executives and key stakeholders to grasp the clients' needs, crafting a custom search strategy. The consultants collaborate to define the position and outline candidate specifications

**Candidate Identification:** The Company team, leveraging their industry networks, social media platforms and supported by consultants worldwide identifies potential candidates across diverse industries

**Candidate Evaluation:** After identifying candidates with the right expertise, the Company assesses their fit with the client's culture through multi-point evaluations, including profiling, interviews and senior consultant interactions

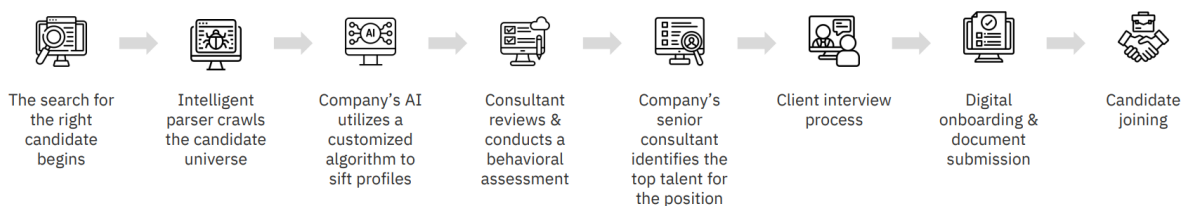
**Candidate Presentation:** Company meets with the client to discuss a final shortlist and presents a comprehensive report on each candidate which includes a comprehensive reference check on shortlisted candidates.

**Offer negotiation:** The Company assist the client in deciding on the final list of candidates along with support on the negotiation on terms of employment.

**Closing and Onboarding:** Upon confirmation from the successful candidate, the Company oversees the final steps required to onboard the candidate with the client, day 1 onboarding and communications with un-successful candidates.

• **James Douglas:**

The snapshot given below depicts the hiring process followed at “James Douglas” for mid to senior level hiring:



**Finalise Candidate profile:** In consultation with the client, the company finalises role and candidate specifications in order to finalize appropriate target domains for sourcing the right candidate

Candidate Universe is mapped based on the target domains identified for the search and appropriate/ suitable candidates are identified for the role and reached out for their availability and interest in the role.

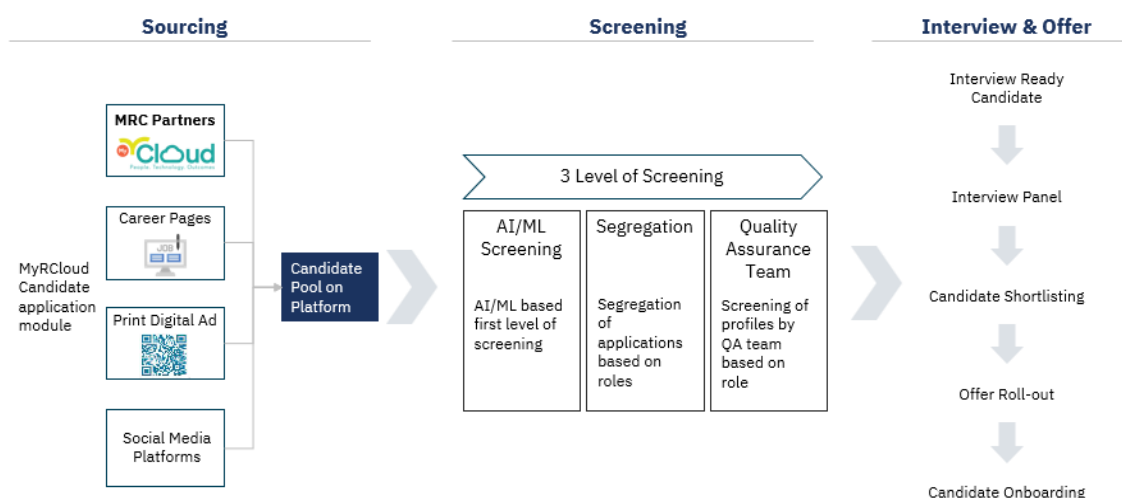
Assessment & Shortlisting of candidate profiles: Suitable and interested candidates are assessed through personal interviews and behavioural assessment tools as specified by the client. Based on this exercise, candidates are shortlisted for further evaluation by the client.

Interview process: The client interview process is facilitated and logistically supported by the team to ensure that the process is conducted smoothly while maintain candidate experience.

Selection and Onboarding: Selected candidates are managed through their exit process from their current employers and successfully onboarded to client organizations.

- **MyRCloud:**

The snapshot given below depicts the end-to-end recruitment process for MyRCloud:



**Sourcing:** The open roles in the system are assigned to recruitment partners empanelled with MyRCloud. The recruitment partners source potential candidates through various channels including job boards, social media platforms and direct reach-out programs. The candidate resumes (prima-facie deemed suitable) are uploaded to the system and assigned to a particular role.

**AI / ML Screening.** The uploaded resume is screened through an intelligent parsing engine and subjected to a machine based shortlisting engine which determines the fit of the profile for an assigned tole.

**Segregation:** The shortlisted profiles are segregated by the system against the roles assigned.

**Quality assurance:** The shortlisted candidates are further screened by the internal MyRCloud quality assurance team and cleared for further evaluation by the client.

**Interview and offer:** The shortlisted and QA cleared candidate are further evaluated by the client and system supports the tracking and execution of the process through robotic/ online / physical interviews and subsequent offer and onboarding.

**KEY PERFORMANCE INDICATORS***( ₹ in lakhs unless otherwise specified)*

Key Performance Indicators	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations	6,729.62	5,014.28	5,695.68
EBITDA	1,648.58	407.79	1,412.26
EBITDA Margin %	24.50%	8.13%	24.80%
PAT	1,427.30	307.07	1,127.06
PAT Margin %	20.74%	6.01%	19.48%
Net worth	5,373.96	3,945.54	3,888.47
Return on equity %	30.63%	7.84%	33.90%
Debtors turnover ratio – days	85	96	67
Fee earners (number)	28	22	20
Operating Revenue per Fee Earning Employee	240.34	227.92	284.78

**KPI – Formulas**

KPI	Formula
Revenue from operations	Revenue from Operations (excluding other income)
EBITDA	EBITDA = Profit Before Tax + Depreciation & Amortisation expense + Finance Cost - Other Income
EBITDA margin %	EBITDA / Revenue from Operations (%)
PAT	Profit After Tax from Continuing Operations (After deducting Minority Interests)
PAT margin %	PAT / Total revenue
Net worth	Net Worth = Share Capital + Balance in Profit and Loss + Security Premium
Return on Equity (ROE) %	ROE = Profit for the period (after deducting Minority Interests) / Average of Net Worth of Current Year & Previous Year
Debtors' turnover ratio - days	365/ (Revenue from Operations/ Average of Trade receivables of Current year and Previous Year)
Fee earners	Employees who contribute directly to the revenues of the company as recognised by the Company's Management.
Operating revenue per fee earner	Revenue from Operations / No of Fee Earning employees

## **KPI Description**

<b>KPI</b>	<b>DESCRIPTION</b>
Revenue from operations	Revenue from Operations is used by Management to track the performance and growth of the company.
EBITDA	EBITDA gives a comprehensive view of the health of the company as it considers all sources of Operating Income. It's the aggregate of the consolidated restated profit before tax, depreciation and amortisation expense and finance costs, less other income, for the relevant year.
EBITDA margin	EBITDA Margin is a financial ratio that measures the profitability of the company as a percentage of its Revenue from Operations
PAT	Profit after Tax gives the overall profitability of business.
PAT margin	PAT Margin is a ratio that measures the profitability of the company as a percentage of its Total Revenue
Net worth	Net worth represents the Shareholders' funds invested in the business.
Return on equity (ROE)	Return on Equity (ROE) represents the percentage of Net profit on the Average of Net Worth. This ratio measures the return on Shareholders' funds.
Debtors turnover ratio - days	Debtors' turnover ratio (days) gives the number of days taken by the company to collect its trade receivables.
Fee Earners	Earners refer to all employees from the position of Associate Directors and upwards who contribute to the company's revenue.
Operating Revenue per fee earning employee	This metric helps the Management to assess the Revenue Contributed by each Fee earner.

## **COMPETITIVE STRENGTHS**

### **1. Experienced leadership and Management Team**

We are a professionally governed company led by senior management team with extensive industry experience. Our Managing Director and co-founder, Mr. Krishnan Sudarshan, has 20+ years of experience in executive search & recruitment and has significantly contributed to the Company's growth both within and outside India and actively managing key client relationships. As the Chairman & Managing Director he leads the strategy & guides the execution of business plans across businesses. Mr. Krishnan Sudarshan serves as the regional chair for Asia for EMA Partners International.

Our co-founder and whole-time director, Mr. Subramanian Krishnaprakash, brings 20+ years of executive search experience. He manages domestic and cross-border assignments across various industries and functions, specializing in niche technical searches and partnering with private equity investors to build leadership teams. Our senior management team has a cumulative experience of 134+ years with an average tenure in the Company of around 12 years. For details see section titled, "*Our Management– Key Managerial Personnel and Senior Management*" beginning on page 169.

We have also inducted Independent Directors who are renowned business leaders in their respective domains and come with a deep and rich experience of being Directors/ Independent Directors on boards of well-known Indian and global companies. This strong experience and network of our leadership team provide us with a significant advantage to expand our service offerings both domestically and globally.

### **2. Long standing and deep relationships with client leading to recurring business**

With an extensive industry experience of 20+ years, we have built strong, long-term relationships with our clients, resulting in repeat business. Our repeat client business highlights our ability to handle complex business requirements across industries, demonstrates our value-added services and solutions, and our focus on delivering high levels of client service.

The table below gives a snapshot of repeat customers in terms of value and count:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Repeat customers as a % of Revenue from Operation	55.53%	84.99%	67.59%
Repeat customers as a % of Customer Count	46.34%	67.72%	50.00%

We define repeat customers as those who have been billed at least twice during the above fiscal years. We aim to develop a consultative, long-term partnership model of service delivery, rather than merely transactional relationships. These enduring client relationships have allowed us to effectively meet our clients' growing staffing needs, increase our market share, and reduce the revenue and earnings uncertainty typically associated with short-term contracts.

### 3. Extensive functional knowledge and expertise across industry sectors.

We have handled recruitment assignments across industry verticals such as Information Technology (IT), Healthcare, Education, Private Equity and Venture Capital (PE & VC), Banking and Financial Services (BSFI), Real Estate, Energy and others. Our teams are staffed with individuals having functional expertise across different Industries and business verticals which improves our ability to successfully execute assignments.

### 4. Robust technology tools, SaaS platform and process in place to create operational efficiency.

The Company has adopted technology tools in hiring process including building a SaaS platform for entry level hiring assignments. All such technologies and tools have improved our operational efficiency and functional performance, especially in candidate sourcing and closure of hiring positions within reasonable timelines. By leveraging technology, we've been able to standardize processes and gradually shift from manual operations which allows us to handle increasing volume of assignments.

At “James Douglas”, we've established an efficient hiring process with innovative technology. Our intelligent parser searches candidate pools, and our AI uses a custom algorithm to sift through profiles and shortlist them for further evaluation by our consultants. Role descriptions and key experience markers are used by the machine to shortlist relevant profiles from hundreds of potential candidates.

Our MyRCloud platform connects companies, recruiters, and candidates through a unified interface, offering comprehensive recruitment solutions. It is a recruitment marketplace which onboards hundreds of freelance recruiters and agencies that helps find the right talent efficiently and cost-effectively at scale. The MyRCloud interface is integrated with clients hiring systems enabling a seamless workflow and exchange of information and eliminating duplication of processes and documentation. The platforms envisions a friction free recruitment experience integrating all elements of sourcing, shortlisting, interviewing and onboarding of candidates at scale with client organizations.

## OUR GROWTH STRATEGIES

### 1. Expansion through organic growth and strategic acquisitions

We intend to expand our footprint through organic and inorganic strategies, enabling us to leverage our existing relationships with clients and the EMA Partners International Network. In addition to the expanding growth opportunities in India, we have identified key markets segments in US, UK and Saudi Arabia as the key markets for growth and expansion. The vast outbound opportunities for Indian executive search & recruiting staffing firms in international markets are driven by high demand for skilled talent and the appeal for cost-effective recruitment solutions.

By combining these strategies, we aim to expand our global footprint, balancing the controlled growth of organic expansion with the accelerated reach offered by acquisitions. This strategy should allow us to establish a robust global presence, expand our market share, and solidify our position as a leading executive search company.

## 2. Growth in the technology and digital recruitment market.

Within the Industry, AI and automation are increasingly being used to streamline recruitment processes, from candidate sourcing and screening to robotic interviews and onboarding. The Company has over the past few years focussed on adoption of technology to streamline processes and improving the hiring experience for both clients and candidates. Some of these tools include (a) **Applicant Tracking Systems (ATS)** to streamline the recruitment process, track applications, and manage candidate interactions (b) **AI and Automation** tools to automate repetitive tasks, such as resume screening and initial candidate interactions, and enhance decision-making (c) **Data Analytics** to monitor recruitment metrics, identify trends, and refine strategies based on performance insights.

The My RCloud platform is an initiative which seeks to re-inforce the vision of the Company to leverage technology in its hiring processes. MyRCloud is an integrated technology platform that seamlessly connects companies, recruiters, and candidates, offering scalable recruitment solutions through a unified interface. This platform leverages cutting-edge technologies, including workflow and evaluation tools, robotic video interviews, and advanced AI/ML-based screening algorithms, to ensure consistent and efficient recruitment outcomes. The Company will continue to invest in My RCloud and other such technologies and tool to simplify and make hiring processes seamless and more efficient.

## 3. Expanding leadership team.

We intend to recruit seasoned professionals at Senior levels to deepen our expertise across industries and business functions. These partners will bring their extensive networks, industry insights, and a proven track record of placing top-tier talent in leadership positions. By integrating these esteemed partners in the Company, we aim to penetrate new business segments more effectively and cultivate strong relationships with industry leaders. This strategy will bolster our reputation as a leader in executive search, attracting a broader spectrum of high-profile clients and top-tier candidates.

### OUR OFFICE LOCATIONS

Our Company and its subsidiaries operate from the following locations in India and overseas:

City	Address
Mumbai	Unit No 1201, 12 <sup>th</sup> Floor, B-Wing, One BKC Plot No 66 G Block Near Bank of Baroda Bandra (East) Mumbai – 400051
Mumbai	204, The Summit Premises, Western Express Highway, Sant Janabai Road, Vile Parle East, Mumbai - 400057
Mumbai	Office No 1303 13 <sup>th</sup> Floor, Meraki Arena Moti Baug Opp R.K. Studios, Sion Trombay Road, Chembur East Mumbai -400071
Chennai	GF3, Palani Centre, Old32, Venkata-narayana Road, T Nagar, Chennai Tamil Nadu, - 600017
Delhi NCR	4th Floor, 403 - 404, Vatika Professional Point, Golf Course Extension Road, Manesar, Gurugram, Haryana 122101
Bengaluru	734, 3 <sup>rd</sup> Block, 7 <sup>th</sup> Cross Road, Koramangala, Bengaluru-560034
Dubai	Unit Office GV07/L02/206, Level 2, Gate Village Building 07, Dubai International Financial Centre, Dubai , UAE
Singapore	Marina Square, 6 Raffles Boulevard, Marina Square, #03-308, Singapore 039594

### MANUFACTURING CAPACITY AND CAPACITY UTILIZATION

Since our company does not provide physical products or manufacturing services, we do not require manufacturing facility for our operations. As a result, regulations pertaining to the disclosure of installed and actual capacity utilization is not applicable to us.

## RAW MATERIALS

Since our company does not provide physical products or manufacturing services, we do not require raw materials for our operations. As a result, regulations pertaining to the procurement, handling, and usage of raw materials are not applicable to us.

We are a service provider company and hence our requirements are centred around industry specific-standards, professional conduct regulations etc.

## TOP 10 CUSTOMERS AND SUPPLIERS

### Top 10 Customer

Below is a table displaying the Top 10 Customers -

Customer	% of Revenue from Operations		
	Fiscal 2024	Fiscal 2023	Fiscal 2022
Customer 1	13.21%	14.47%	14.87%
Customer 2	3.10%	-	-
Customer 3	2.65%	-	-
Customer 4	2.64%	-	-
Customer 5	2.43%	2.62%	6.78%
Customer 6	2.36%	-	-
Customer 7	2.26%	1.97%	-
Customer 8	2.08%	-	-
Customer 9	1.98%	-	-
Customer 10	1.76%	-	-
Customer 11	-	5.02%	-
Customer 12	-	4.48%	-
Customer 13	-	3.48%	-
Customer 14	-	2.22%	-
Customer 15	-	2.17%	-
Customer 16	-	1.98%	1.41%
Customer 17	-	1.92%	-
Customer 18	-	-	4.33%
Customer 19	-	-	3.96%
Customer 20	-	-	3.41%
Customer 21	-	-	2.23%
Customer 22	-	-	1.88%
Customer 23	-	-	1.47%
Customer 24	-	-	1.41%
<b>Percentage of top 10 Customers</b>	<b>34.47%</b>	<b>40.33%</b>	<b>41.75%</b>

### Top 10 Suppliers

Below is a table showing the Top 10 Suppliers-

Supplier	% of Other Expenses		
	Fiscal 2024	Fiscal 2023	Fiscal 2022
Supplier 1	12.95%	-	-
Supplier 2	7.66%	7.14%	7.46%
Supplier 3	6.76%	-	-
Supplier 4	5.96%	7.31%	4.99%

Supplier 5	4.44%	3.14%	-
Supplier 6	4.28%	-	-
Supplier 7	3.62%	4.10%	6.69%
Supplier 8	3.11%	3.34%	2.34%
Supplier 9	3.10%	3.41%	-
Supplier 10	2.77%	-	-
Supplier 11	-	3.78%	3.62%
Supplier 12	-	3.17%	-
Supplier 13	-	2.94%	-
Supplier 14	-	2.35%	1.95%
Supplier 15	-	-	7.05%
Supplier 16	-	-	3.44%
Supplier 17	-	-	2.85%
Supplier 18	-	-	2.04%
Percentage of top 10 Suppliers	<b>54.66%</b>	<b>40.68%</b>	<b>42.42%</b>

## COLLABORATIONS, TIE UPS AND JOINT VENTURES

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any collaborations, tie ups or joint venture agreements or arrangements.

## MARKETING STRATEGIES

1. **Thought Leadership and Content Marketing:** We're committed to establishing ourselves as thought leaders by creating industry-specific reports, white papers, and insightful articles. By sharing our expertise on market trends, talent acquisition strategies, and leadership dynamics, we aim to be a resource for industry insights.
2. **Network and Relationship Building:** We believe in the power of strong relationships. Hence, we focus on developing and maintaining deep connections with industry leaders, HR professionals, and potential candidates. Participating in industry events, seminars, and webinars is our way of staying engaged and continually expanding our network.
3. **Digital presence and SEO:** Our SEO-optimized website, active social media profiles, and targeted online advertising campaigns are all designed to increase our visibility and attract both clients and candidates. A leading business and employment focussed social media platform is a key platform for us, helping us connect and communicate effectively in the executive search space.
4. **Referrals and word of mouth:** The trust and satisfaction of our clients and successfully placed candidates are the bedrock of our referral strategy. Positive word-of-mouth and glowing testimonials from those we've worked with play a critical role in building our credibility and attracting new opportunities.
5. **Customised Client Solutions:** We pride ourselves on offering services that are specifically tailored to meet the unique needs of our clients. Whether it's through specialized search processes, confidential searches, or providing insights into niche markets, our goal is to deliver solutions that set us apart from the competition.
6. **Brand and Reputation management:** Our brand identity and reputation are of utmost importance to us. By consistently highlighting our track record, industry expertise, and successful placements, we build trust with our clients and reinforce our standing as a leader in the market.

## COMPETITION

The executive search hiring domain has become increasingly competitive as companies seek top-tier leadership talent to drive growth in a dynamic and rapidly evolving market. With the influx of global firms and the rise of homegrown businesses, the



demand for skilled executives has surged. This competition has led to a more sophisticated and aggressive approach from executive search firms, who now rely on advanced technologies, extensive networks, and deep industry insights to identify and attract the best candidates.

We face several competitive challenges, including intense competition from both established multinational firms and emerging local players. The rise of digital recruitment platforms and AI-driven tools has disrupted traditional headhunting methods, forcing firms to innovate continuously. Moreover, maintaining strong relationships with clients and candidates in a highly dynamic market is crucial, as reputation and network are key differentiators in this competitive landscape.

## HUMAN RESOURCE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business employees including our subsidiaries. Our success depends upon our ability to attract, develop, motivate and retain highly skilled and multi-dimensional team members. Our people management strategy is based on four key components: recruiting, training and development, compensation and retention. We had 136 full-time employees as at August 31, 2024 including our subsidiaries.

Following table provides the break-up our employees:


Department	Company	Subsidiary
Business Development	4	21
Client Success	-	14
Delivery	-	29
Partner / Recruitment Operations	-	8
Research & Execution	6	35
Support Staff	6	13
<b>Grand Total</b>	<b>16</b>	<b>120</b>

## INSURANCE

We maintain a range of insurance policies to cover our owned assets located at all the offices against fire, earthquake and related perils. We also maintain comprehensive insurance coverage for various risks, including burglary at our offices, equipment breakdown etc. These insurance policies are reviewed periodically to ensure that the coverage is adequate. We constantly evaluate the potential risks to sufficiently cover all the known risks and avoid future loss due to any damage caused. We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such Insurances. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of our insurance policies.

## INTELLECTUAL PROPERTY

Our Company does not own any intellectual property rights nor has applied for any Intellectual Property Registration. Our Company is a member firm of EMA Partners International by virtue of EMA Partners International Membership Agreement entered between EMA Partners International and the Company on September 25, 2003. Pursuant to the said

agreement, our Company has a non-transferable right to use the logo  and “EMA”.

EMA Partners International has registered the Logo under Class 35 with the Trade Marks Registry, Government of India under the Trademarks Act, 1999.

## LAND AND PROPERTY

### Owned Properties

Sr no.	Property Address	Purpose	Area (in sq. ft)	Date of Agreement	Seller
1.	Unit No 1201, 12 <sup>th</sup> Floor, B-Wing, One BKC Plot No 66 G Block Near Bank of Baroda Bandra (East) Mumbai – 400051	Corporate Office	1,812	May 8, 2014	M/s. Raghuleela Builders Private Limited

2	Office No 1303 13 <sup>th</sup> Floor, Meraki Arena Moti Baug Opp R.K. Studios, Sion Trombay Road, Chembur East Mumbai - 400071	Branch Office	2,133	January 24, 2024	M/s. Meraki Habitats LLP
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### Leased and License Properties

Sr no.	Location of the property	Area (in sq. ft.)	Licensor	Rent/license fee (in ₹per month)	License Period		Document and date	Purpose
					From	To		
1.	204, The Summit Premises, Western Express Highway, Sant Janabai Road, Vile Parle East, Mumbai - 400057	100	M/s. Selectema Consulting India Private Limited	₹10,000	April 1, 2024	December 31, 2026	Lease and License Agreement dated June 08, 2024	Registered Office of our Company and our Indian subsidiaries
2.	GF3, Palani Centre, Old 32, New 67, Venkatanarayana Road, T Nagar, Chennai 600017, Tamil Nadu.	1,740	M/s. Jaybear Investment & Finance Private Limited	(a) ₹93,960 from December 1, 2022 to November 30, 2024  (b) ₹99,876 from December 1, 2024 to November 30, 2025	December 01, 2022	November 30, 2025	Lease Deed dated December 01, 2022	Branch Office
3.	404, 4 <sup>th</sup> Floor, Vatika Professional Point, Golf Course Extension Road, Manesar 122101, Gurugram, Haryana	1,910	M/s. Selectema Consulting India Private Limited	₹1,75,000	April 01, 2024	March 30, 2029	Lease Agreement dated July 15, 2024	Branch Office
4.	403, 4 <sup>th</sup> Floor, Vatika Professional Point, Golf Course Extension Road, Manesar 122101, Gurugram, Haryana	1,555	M/s. Rinox Kaufmann Limited	(a) ₹1,24,000 from June 1, 2024 to May 31, 2025 (b) ₹1,36,400 from June 1, 2025 to May 31, 2026 (c) ₹1,50,040 from June 1, 2026, to May 31, 2027	June 1, 2024	May 31, 2027	Lease Agreement dated May 23, 2024	Branch Office
5.	734, 3 <sup>rd</sup> Block, 7 <sup>th</sup> Cross Road, Koramangala, Bengaluru-560034	1,950	Mrs. Jaya Gupta	₹2,11,500  Escalation at 5% every year	June 12, 2024	June 11, 2033	Lease Deed dated June 12, 2024	Branch Office
6.	Unit Office GV07/L02/206, Level 2, Gate Village Building 07, Dubai International	1,069	Mr. Ahmad AlFahim	Around ₹4,48,840(₹ equivalent of AED19,642.88) *	January 12, 2024	January 11, 2029	Agreement dated December 24, 2023	Registered Office of EMA Executive Search Limited (Dubai) and

	Financial Centre, Dubai , UAE							James Douglas Professional Search Limited (Dubai)
7.	Marina Square, 6 Raffles Boulevard, Marina Square, #03-308, Singapore 039594	1 Co- Working space	Justco store	Around ₹17,085 per Co-Working space (₹ equivalent of SGD 265 per Co- Working space)**	September 3, 2024	March 02, 2025	Agreement dated September 3, 2024	Registered Office of EMA Partners Singapore Pte Ltd

\* Exchange rate used for conversion: AED 1 = ₹ 22.85 as on August 27, 2024 from [www.xe.com](http://www.xe.com)

\*\* Exchange rate used for conversion: SGD 1 = ₹ 64.47 as on August 27, 2024 from [www.xe.com](http://www.xe.com)

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company.*

*Taxation statutes such as the Income Tax Act, 1961, the Customs Act, 1962 and the relevant goods and service tax legislation apply to us as they do to any Indian company. For details of government approvals obtained by our Company, see "Government and Other Approvals" beginning on page 268.*

*The information detailed in this section, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications. The information in this section has been obtained from publications available in the public domain.*

*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. 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 made thereunder*

The IT Act was enacted with the purpose of providing legal recognition to transactions carried out by various means of electronic data exchange involving alternatives to paper-based methods of communication and storage of information. The IT Act also seeks to facilitate electronic filing of documents and create a mechanism for the authentication of electronic records through digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. It 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. We are subject to civil liability to compensate under the Information Technology Act, 2000, for causing wrongful loss or wrongful gain to any person, while possessing, dealing, or handling any sensitive personal data or information in a computer resource owned, controlled or operated by us due to negligence in implementing and/or maintaining reasonable security practices and procedures. In April 2011, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India ("DoIT"), in exercise of its power to formulate rules with respect to reasonable security practices and procedures and sensitive personal data, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("SPDI Rules") in respect of Section 43A of the IT Act, which prescribe 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. Under the SPDI Rules, sensitive personal data is defined to include personal information relating to passwords, financial information, medical records, biometric information and so on. The SPDI Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The SPDI Rules further require that all such personal data be used solely for the purposes for which it was collected, and any collection or third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

#### *Shops and establishments legislations*

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exists, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

## **ENVIRONMENTAL LAWS**

### ***The Environment (Protection) Act, 1986 and the Environment (Protection) Rules, 1986***

The Environment (Protection) Act, 1986 was enacted to act as an “umbrella” legislation, designed to provide a frame work for coordination of the activities of various central and state authorities as established under previous laws. The Environment (Protection) Act, 1986 authorises the Central Government to protect the environment by controlling and reducing pollution.

### ***The Air (Prevention and Control of Pollution) Act, 1981, (“Air Act”)***

The Air Act was enacted and designed for the prevention, control, and abatement, of air pollution, and establishes Central and State pollution control boards for the aforesaid purposes. In accordance with the provisions of the Air Act, any individual, industry or institution responsible for emitting smoke or gases by way of use of fuel or chemical reactions, must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any such activity.

### ***The Water (Prevention and Control of Pollution) Act, 1974, (“Water Act”) and the Water (Prevention and Control of Pollution) Cess Act, 1977 (“Water Cess Act”)***

The Water Act was enacted to provide for the prevention and control of water pollution. Further, the Water Act also provides for the establishment of boards with a view to carrying out the aforesaid purpose, and for conferring on and assigning to such boards, the powers and functions relating thereto. In addition, the Water Cess Act was enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industrial activities, and by local authorities, with a view to augment the resources of the aforementioned central board and state boards, for the prevention and control of water pollution.

### ***Solid Waste Management Rules, 2016***

The Solid Waste Management Rules, 2016 shall apply to every authority responsible for collection, segregation, storage, transportation, processing and disposal of solid wastes. The operator of a facility involved in collecting, segregating, storing, transporting, processing and disposal solid wastes and any other agency appointed for the management and handling of solid wastes is required to obtain authorizations from the State Pollution Control Board. Any solid waste generated is required to be managed and handled in accordance with the procedures specified in the Solid Wastes Rules.

## **TAXATION LAWS**

### ***Income Tax Act, 1961***

Income Tax Act, 1961 is applicable to every domestic or foreign company whose income is taxable under the provisions of this Act or rules made under it depending upon its “Residential Status” and “Type of Income” involved. Under section 139(1) every Company is required to file its income tax return for every previous year by October 31 of the assessment year. Other compliances like those relating to tax deduction at source, fringe benefit tax, advance tax, and minimum alternative tax and the like are also required to be complied with by every company.

### ***Goods and Service Tax (“GST”)***

Goods and Service Tax (“GST”) GST is an indirect tax applicable throughout India which replaced multiple cascading taxes levied by the central and state governments. The GST is levied as Dual GST separately but concurrently by the Union (central tax - CGST) and the States (including Union Territories with legislatures) (State tax - SGST) / Union territories without legislatures (Union territory tax- UTGST). The Parliament has exclusive power to levy GST (integrated tax IGST) on inter-State trade or commerce (including imports) in goods or services. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by a GST Council and its Chairman is the Finance Minister of India.

### ***The Customs Act, 1962***

All the laws relating to customs are consolidated under the Indian Customs Act, 1962. The provisions relating to appointment of customs ports, airports, warehousing stations are laid down under the Act. There shall be absolute or partial prohibition on import or export of goods by the Central Government for maintenance of security in India. The interest on levy of or exemption of customs duty is laid down under Chapter V of the Act. The clearance of imported goods and export shall not apply to baggage and goods imported or to be exported by post.

## ***The Professional Tax***

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

## **FOREIGN INVESTMENT LAWS**

### ***The Foreign Trade (Regulation and Development) Act, 1992 and the rules framed thereunder (“FTA”)***

The FTA seeks to increase foreign trade by regulating imports and exports to and from India. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Indian Foreign Trade Policy, 2015-20 (extended till March 31, 2023) provides that no person or company can make exports or imports without having obtained an importer exporter code (“**IEC**”) number unless such person or company is specifically exempted. An application for an importer exporter code number has to be made to the Office of the Director General of Foreign Trade, Ministry of Commerce (“**DGFT**”). An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

### ***Overseas Direct Investment (“ODI”)***

In terms of the Master Direction No. 15/2015-16 on “Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary Abroad” issued by the RBI on January 1, 2016 and last updated on June 24, 2021, an Indian entity is permitted to make ODI under the automatic route up to limits prescribed by the RBI, which currently should not exceed 400% of its net worth as per the last audited balance sheet. Any financial commitment exceeding USD one billion (or its equivalent) in a financial year would require prior approval of the RBI.

## **LABOUR LAW LEGISLATION**

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee’s State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Maternity Benefit Act, 1961, the Child Labour (Prohibition and Regulation) Act, 1986, the Right of Persons with Disabilities Act, 2016, Contract Labour (Regulation and Abolition) Act, and Labour Welfare Fund Legislations.

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, 1965 and 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. Certain provisions of this code pertaining to central advisory board have been brought into force by the Ministry of Labour and Employment through a notification dated December 18, 2020, and other provisions of this code will be brought into force on a date to be notified by the Central Government.
- 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. The provisions of this code will be brought into force on a date to be notified by the Central Government.
- c) Code on Social Security, 2020 (“**Social Security Code**”), 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. The Social Security Code received the assent of the President of India on September 28, 2020. Section 142 of the Social Security Code has been brought into force from May 3, 2021, by the Ministry of Labour and Employment, Government of India, (“MLE”) through a notification dated April 30, 2021. The MLE, vide a notification dated May 3, 2023, as the effective date for enforcing certain provisions of the Social Security Code relating to the employees’ pension scheme, inter alia, (a) to empower the Central Government to frame a scheme to be called the employees’ provident fund scheme; and (b) to subsume certain provisions of the Employees’ Pension Scheme, 1995 (“EPS”) with the Social Security Code, and repeal the corresponding provisions pertaining to EPS under the EPF Act.

- d) The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. It consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces certain old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970, the Factories Act, 1948, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

*\* The Code on Wages, 2019, The Code on Social Security, 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.*

### ***The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013***

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an “Internal Complaints Committee” and every officer and member of the Company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

## **PROPERTY LAWS**

### ***Transfer of Property Act, 1882***

The Transfer of Property Act, 1882 was intended to define and amend the existing laws and not to introduce any new principle. It applies only to voluntary transfers. The Transfer of Property Act, 1882 provides a clear, systematic and uniform law for the transfer of immovable property. Transfer of property means an act by which a person conveys the property to one or more persons, or himself and one or more other persons. The act of transfer may be done in the present or for the future. The person may include an individual, company or association or body of individuals, and any kind of property may be transferred, including the transfer of immovable property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter. The Transfer of Property Act, 1882 recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

<b>Sale</b>	The transfer of ownership in property for a price, paid or promised to be paid.
<b>Mortgage</b>	The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The Property Act recognizes several forms of mortgages over a property.

<b>Charges</b>	Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
<b>Leases</b>	The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
<b>Leave and License</b>	The transfer of a right to do something upon immovable property without creating interest in the property. Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

### ***Registration Act, 1908***

The Registration Act, 1908 has been enacted with the objective of providing public notice of the execution of documents affecting, inter alia, the transfer of interest in immovable property. The purpose of the Registration Act, 1908 is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act, 1908 identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the Property Act or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

### ***Legislations pertaining to Stamp Duty***

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 (“**Stamp Act**”) which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments in the respective schedules of the respective legislations pertaining to stamp duty as applicable in the State. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain State in India have enacted their own legislation in relation to stamp duty while the other State have adopted and amended the Stamp Act, as per the rates applicable in the State. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

## **INTELLECTUAL PROPERTY LEGISLATIONS**

### ***The Indian Patents Act, 1970***

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

### ***Trade Marks Act, 1999 (hereinafter referred to as the ‘TM Act’)***

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

### ***Designs Act, 2000 (“DA”) and the Designs Rules, 2001 (“DR”)***

The DA regulates and protects the originality of an article’s design and prohibits the piracy of registered designs. The primary objective of the DA is to protect new or original designs from getting copied, and ensure that the creator, originator or artisan



of the design is not deprived of their rightful gains for the creation of their design. The Central Government also drafted the DR under the authority of the DA for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc.

### ***The Copyright Act, 1957 (“Copyright Act”)***

The Copyright Act serves to create property rights for certain kinds of intellectual property, generally called works of authorship. The intellectual property protected under the Copyright Act includes copyrights subsisting in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programmes, tables and compilations including computer databases. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as prima facie evidence of the particulars entered therein and may help expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Upon registration, the copyright protection for a work exists for a period of 60 years following the demise of the author. Reproduction of a copyrighted work for sale or hire and issuing of copies to the public, among others, without consent of the owner of the copyright are acts which expressly amount to an infringement of copyright.

## **COMMERCIAL LAWS**

### ***The Companies Act, 2013***

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on August 29, 2013. At present almost all the provisions of this law have been made effective except a few. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Companies Act, 2013 provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### ***Competition Act, 2002***

The Competition Act, 2002, is to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act, 2002.

### ***SEBI Regulations***

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from the Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957 and other rules and regulations, listed entities are mainly regulated by SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### ***Indian Contract Act, 1872***

The Indian Contract Act, 1872 occupies the most important place in the commercial law. Without Indian Contract Act, 1872, it would have been difficult to carry on trade or any other business activity and in employment law. It is not only the business community which is concerned with the Indian Contract Act, 1872, but it affects everybody. The objective of the Indian Contract Act, 1872 is to ensure that the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

### ***Negotiable Instruments Act, 1881***

Negotiable Instruments Act, 1881 was enacted to legalize the system by which instruments contemplated by it could pass from hand to hand by negotiation like any other goods. The purpose of the act was to present an orderly and authoritative

statement of leading rules of law relating to the negotiable instruments. To achieve the objective of the act, the legislature thought it proper to make provision in the act for conferring certain privileges to the mercantile instruments contemplated under it and provide special procedure in case the obligation under the instrument was not discharged.

### ***Specific Relief Act, 1963***

The Specific Relief Act, 1963 is complimentary to the provisions of the Indian Contract Act, 1872 and the Transfer of Property Act, 1882, as the act applies both to movable property and immovable property. The act applies in cases where the court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### ***Limitation Act, 1963***

The law relating to law of limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on October 05, 1963 and which came into force from January 01, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, 'period of limitation' means the period of limitation prescribed for any suit, appeal or application by the schedule, and 'prescribed period' means the period of limitation computed in accordance with the provisions of this Act.

### ***Consumer Protection Act, 2019 (the "Consumer Protection Act") and rules made thereunder***

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was enacted for better protection of interests of consumers and establish authorities for timely and effective administration and settlement of consumers disputes. It seeks, inter alia, to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It further enumerates the situations where a claim for compensation would be available for harm including, (i) damage to any property other than the product itself; (ii) personal injury, illness or death; (iii) mental agony or emotional distress, etc. caused by a defective product manufactured by a product manufacturer or serviced by a product service provider or sold by a product seller.

## **OTHER LAWS**

### ***The Digital Personal Data Protection Act, 2023 ("DPDP Act")***

The DPDP Act was enacted in August, 2023 with an aim to process digital personal data in a manner that recognizes both the rights of individuals to protect their personal data with the need to process such personal data for lawful and other incidental purposes. The DPDP Act further provides that personal data may be processed only in accordance with the DPDP Act, and for a lawful purpose after obtaining the consent of the individual or for certain legitimate uses. A notice must be given before or while seeking consent. It further imposes certain obligations on data fiduciaries including (i) ensuring the accuracy, consistency and completeness of personal data processed, (ii) building reasonable security safeguards to prevent a data breach, (iii) informing the Data Protection Board of India (the "DPB") and affected persons in the event of a breach, and (iv) erasing personal data upon the data principal withdrawing consent or as soon as the purpose has been met and retention is not necessary for legal purposes (storage limitation). In case of government entities, storage limitation and the right of the data principal to erasure will not apply. The Central Government will establish the DPB. Key functions of the DPB include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by data principals. The DPB members will be appointed for two years and will be eligible for re-appointment. The Central Government will prescribe details such as the number of members of the DPB and the selection process.

A data principal, will have the right to, amongst others, (i) obtain information about processing, (ii) seek correction and erasure of personal data, (iii) nominate another person to exercise rights in the event of death or incapacity, and (iv) grievance redressal. Data principals will have certain duties. They must: (i) not register a false or frivolous grievance or complaint, (ii) furnish only information that is verifiably authentic and (iii) not impersonate another person while providing their personal data for a specified purpose. Violation of such duties by the data principal will be punishable with a penalty of up to ₹ 10,000. All data fiduciaries, i.e., persons determining the purpose and means of processing personal data, are mandated to provide a notice to data principals, i.e., individuals to whom the personal data relates, in plain and clear language containing a description of the personal data sought to be collected along with the purpose of processing such data.

## HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### Corporate Profile and Brief History of our Company

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name and style of “Executive Management Associates India Private Limited” pursuant to certificate of incorporation dated September 9, 2003 issued by the RoC, Mumbai, Maharashtra. The name of our Company was changed from “Executive Management Associates India Private Limited” to “EMA Partners India Private Limited” pursuant to fresh certificate of incorporation dated February 4, 2004 issued by the RoC, Mumbai, Maharashtra. Subsequently, our Company was converted into public limited company pursuant to special resolution passed by the shareholders at the EGM held on June 12, 2024, and consequently, the name of our Company was changed to “EMA Partners India Limited” and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by RoC, Central Processing Centre on August 05, 2024 bearing CIN U74140MH2003PLC142116.

Mr. Krishnan Sudarshan and Mr. Subramanian Krishnaprakash were the initial subscribers to the Memorandum of Association of our Company. As on the date of this Draft Red Herring Prospectus, Mr. Krishnan Sudarshan and Mr. Subramanian Krishnaprakash are the Promoters of our Company. For further capital built-up information, please refer to the section titled ‘*Capital Structure*’ beginning on page 81 of this Draft Red Herring Prospectus.

Our Company is a leading executive search firm delivering bespoke leadership hiring solutions to a wide range of clients across diverse sectors.

The Company entered into a membership agreement on September 25, 2003 and became a member firm of “EMA Partners International Limited” domiciled in London. By virtue of this agreement, the Company associated itself with an international group of executive search firms associated as member firms of “EMA Partners International Ltd.” and is allowed to use this brand name -

The Company along with its Subsidiaries cover the entire spectrum of white collar hiring right from entry level opportunities to senior leadership. The Company has three distinct practice areas:

1. EMA Partners – mainly focuses on hiring for C- Suite and Board Level positions across India, Middle East and Singapore.
2. James Douglas is one of the founding partners of EMA Partners International and has permitted the Company to use his name to create a brand which specializes in agile recruitment solutions for mid to senior-level positions across diverse industries.
3. Reccloud – focuses on hiring Entry and Middle Management Level Executives. It is an integrated technology platform that connects companies, recruiters, and candidates, offering scalable recruitment solutions through a single interface.

For information on our Company’s business profile, activities, services, managerial competence, customers, growth, technology, marketing strategy, competition, our clients, the standing of our Company with reference to prominent competitors refer to the sections titled, ‘*Our Business*’, ‘*Our Industry*’, ‘*Financial Information*’, ‘*Management’s Discussion and Analysis of Financial Condition and Results of Operations*’ and ‘*Government and Other Approvals*’ beginning on pages 134, 123, 200, 252 and 268 respectively of this Draft Red Herring Prospectus.

### Changes in Registered Office

Our Registered Office is currently situated at 204, The Summit- Business Bay, Western Express Highway, Vile Parle (East), Mumbai - 400057, Maharashtra, India.

Except as mentioned below, there is no change in the Registered Office address as on the date of this Draft Red Herring Prospectus.

From	To	Effective Date	Reason	Type of Meeting
235/37, Peninsula house, Dr DN Road, Fort, Mumbai 400001	1515 Maker Chambers, Nariman Point, Mumbai - 400021, Maharashtra, India.	September 24, 2004	For administrative convenience	Board Resolution dated September 24, 2004
1515 Maker Chambers V, Nariman Point, Mumbai - 400021, Maharashtra, India.	204, The Chambers, Western Express Highway, Vile Parle (East), Mumbai - 400057, Maharashtra, India.	June 22, 2010	For administrative convenience	Board Resolution dated June 22, 2010
204, The Chambers, Western Express Highway, Vile Parle (East), Mumbai - 400057, Maharashtra, India.	204, The Summit- Business Bay, Western Express Highway, Vile Parle (East), Mumbai, Maharashtra, India - 400057	February 06, 2012	For administrative convenience	Board Resolution dated January 19, 2012
204, The Summit- Business Bay, Western Express Highway, Vile Parle (East), Mumbai, Maharashtra, India - 400057	B-1201, 12 <sup>th</sup> Floor, One BKC, G Block, Plot No. C/6, Bandra-Kurla Complex, Bandra East, Mumbai - 400051	January 06, 2016	For administrative convenience	Board Resolution dated January 06, 2016
B-1201, 12 <sup>th</sup> Floor, One BKC, G Block, Plot No. C/6, Bandra-Kurla Complex, Bandra East, Mumbai - 400051	204, The Summit- Business Bay, Western Express Highway, Vile Parle (East), Mumbai, Maharashtra, India - 400057	December 17, 2021	For administrative convenience	Board Resolution dated December 17, 2021

### Main Objects of our Company

The main objects of our Company, as contained in the Memorandum of Association are as follows:

- To carry on all or any of the business of the management, technical, industrial, Financial, commercial and investment consultants, personnel and labour advisers, consulting engineers, operational research consultants, computers services bureaus and advisers, market surveyors, projects engineers, quality control and efficiency experts, compensation management, outsourcing Human resources, training & development in Human resources, human resources assessment.*
- To act as consultants, advisors, for matter relating to administrative, secretarial, accountancy, placement and recruitment of Indian and/or foreign personnel and to render such other related services to persons, firms, companies, corporate bodies, trusts, associations or organisation whatsoever' in India or abroad.*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

### Amendments to the Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' Meeting	AGM/ EGM	Particulars of Changes in Memorandum of Association
June 12, 2024	EGM	Title of our Memorandum of Association was amended to reflect the consistency and applicability of Table A of Schedule I of The Companies Act, 2013.  Clause I of our Memorandum of Association was amended to reflect the change in our name from 'EMA Partners India Private Limited' to 'EMA Partners India Limited' pursuant to conversion of our Company from a private limited company into a public limited company.

Date of Shareholders' Meeting	AGM/ EGM	Particulars of Changes in Memorandum of Association
		<p>Heading of Clause III(B) of our Memorandum of Association was changed to "Matters which are necessary for furtherance of objects mentioned in III(A)" from "The objects incidental or ancillary to the attainment of the main object are" to reflect its consistency with Table A of Schedule I The Companies Act, 2013.</p> <p>Other objects of the company i.e., Clause III(C) was deleted to reflect its consistency with Table A of Schedule I The Companies Act, 2013.</p> <p>Clause V (b) of our Memorandum of Association was deleted to reflect its consistency with Table A of Schedule I The Companies Act, 2013.</p>
July 10, 2024	AGM	Clause V of MoA of our Company was amended to reflect increase in authorised share capital of our Company from ₹ 5,00,000 divided 5,00,000 Equity Shares of ₹ 1 each to ₹ 15,00,00,000 divided into 15,00,00,000 Equity Shares of ₹ 1/- each.
July 10, 2024	AGM	Clause V of MoA was amended to reflect the consolidation of face value of authorised, issued, subscribed and paid-up equity share capital of our Company from ₹ 15,00,00,000 divided into 15,00,00,000 Equity Shares of ₹ 1/- each to ₹ 15,00,00,000 divided into 3,00,00,000 Equity Shares of ₹ 5/- each.

#### ADOPTING NEW ARTICLES OF ASSOCIATION OF OUR COMPANY

Our Company has adopted a new set of Articles of Association of our Company in accordance with applicable provisions of the Companies Act 2013, in an EGM of our Company dated June 12, 2024.

#### Major Events and Milestones

The table below sets forth some of the key events in the history of our Company:

Calendar Year	Event
2003	<ul style="list-style-type: none"> <li>Incorporation of our Company as Executive Management Associates India Private Limited under Companies Act, 1956</li> <li>Associated as a member of EMA Partners International and consequent change in name of the Company to 'EMA Partners India Private Limited'</li> </ul>
2010	Incorporation of our subsidiary viz. EMA Partners Singapore Pte Ltd in Singapore
2016	Incorporation of our wholly owned subsidiary viz. EMA Partners Executive Search Private Limited in India.
2017	Incorporation of our subsidiary viz. EMA Partners Executive Search Limited in Dubai to capture the growing Middle East market
2021	<ul style="list-style-type: none"> <li>Incorporation of our subsidiary viz. James Douglas Professional Search India Private Limited in India to provide talent acquisition solutions across mid and senior level</li> <li>Incorporation of our stepdown subsidiary viz. Reccloud Technologies Private Limited</li> </ul>
2022	<ul style="list-style-type: none"> <li>Developing of MyRCloud – a comprehensive technology first recruitment marketplace platform for hiring at scale</li> <li>Incorporation of our stepdown subsidiary viz. James Douglas Professional Search Limited in Dubai</li> <li>Crossed annual consolidated revenue of ₹ 50 crores in Financial Year 2022</li> </ul>
2024	<ul style="list-style-type: none"> <li>Crossed annual consolidated revenue of ₹ 67 crores in Financial Year 2024</li> <li>Conversion of Company from Private to Public</li> </ul>

## HOLDING COMPANY OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

## SUBSIDIARIES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company has six direct subsidiary companies and two indirect subsidiary companies.

### Direct Subsidiaries:

#### 1. EMA Partners Executive Search Private Limited

##### *Corporate Information*

EMA Partners Executive Search Private Limited is a wholly-owned subsidiary of our Company and was incorporated as a private company on June 14, 2016 in accordance with provisions of Companies Act, 2013. Its corporate identification no. is U93090MH2016PTC282379 and its present principal place of business address is situated at 204, The Summit Business Bay, Western Express Highway, Mumbai City, Vile Parle East, Mumbai – 400057, Maharashtra, India.

##### *Nature of business*

EMA Partners Executive Search Private Limited can carry any and all lawful business and is currently engaged in the business of outsourcing, recruitment, training & development and assessment of human resources.

##### *Capital Structure and shareholding*

The capital structure of EMA Partners Executive Search Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of shares of face value of ₹ 1 each
Authorised Share Capital	10,00,000
Paid-up Share Capital	5,00,000

##### *Shareholding pattern*

The shareholding pattern of EMA Partners Executive Search Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of fully paid-up shares of face value of ₹ 1 each as per paid up capital	Percentage of total share capital (%)
1.	EMA Partners India Limited	4,99,999	100
2.	Ravi Swamy*	1	Negligible <sup>^</sup>
	<b>Total</b>	<b>5,00,000</b>	<b>100</b>

<sup>^</sup>Less than 0.01%

\*As a nominee of our Company

##### *Financial Information*

(₹ in Lakhs)

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Equity share capital	5.55	5.55	5.55
2.	Net worth	1,101.47	755.10	721.23
3.	Revenue from operations	2,361.50	1,704.43	2,266.32
4.	Profit after tax for the year	346.37	33.87	293.54
5.	Basic earnings per equity share	62.41	6.10	52.89
6.	Diluted earnings per equity share	62.41	6.10	52.89

7.	Net asset value per equity share	198.46	136.05	129.95
8.	Total borrowings	103.26	41.94	41.94

## 2. Emagine People Technologies Private Limited

### Corporate Information

Emagine People Technologies Private Limited is a wholly owned-subsiary of our Company and was incorporated as a private company on March 02, 2017, in accordance with provisions of Companies Act, 2013. Its corporate identification no. is U74999MH2017PTC291882 and its present principal place of business address is situated at 204, The Summit Business Bay, Western Express Highway, Mumbai City, Vile Parle East, Mumbai – 400057, Maharashtra, India.

### Nature of business

Emagine People Technologies Private Limited can carry any and all lawful business and is currently engaged in the business of recruitment and placement of all kind of personnel, consultancy in respect of compensation structuring and management, training and development in human resources, human resources assessment.

### Capital Structure and shareholding

The capital structure of Emagine People Technologies Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of shares of face value of ₹ 1 each
Authorised Share Capital	1,00,00,000
Paid-up Share Capital	1,00,000

### Shareholding pattern

The shareholding pattern of Emagine People Technologies Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of fully paid-up shares of face value of ₹ 1 each as per paid up capital	Percentage of total share capital (%)
1.	EMA Partners India Limited	99,999	100
2.	Krishnan Sudarshan*	1	Negligible <sup>^</sup>
	<b>Total</b>	<b>1,00,000</b>	<b>100</b>

<sup>^</sup>Less than 0.01%

\*As a nominee of our company

### Financial Information

(₹ in Lakhs)

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Equity Share Capital	1.00	1.00	1.00
2.	Net Worth	-22.09	-29.27	-121.51
3.	Revenue from operations	7.60	409.86	469.71
4.	Profit after tax for the year	7.18	92.23	160.60
5.	Basic earnings per equity share	7.17	92.24	160.60
6.	Diluted earnings per equity share	7.17	92.24	160.60
7.	Net asset value per equity share	-22.09	-29.27	-121.51
8.	Total borrowings	40.00	185.01	380.01

### 3. EMA Decision Dynamics Private Limited

#### *Corporate Information*

EMA Decision Dynamics Private Limited is a wholly owned-subsiary of our Company and was incorporated as a private company on December 13, 2017, in accordance with provisions of Companies Act, 2013.. Its corporate identification no. is U74999MH2017PTC302819 and its present principal place of business address is situated at 204, The Summit Business Bay, Western Express Highway, Mumbai City, Vile Parle East, Mumbai – 400057, Maharashtra, India.

#### *Nature of business*

EMA Decision Dynamics Private Limited can carry any and all lawful business and is currently engaged in the business of leadership and human resource consulting services.

#### *Capital Structure and shareholding*

The capital structure of EMA Decision Dynamics Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of shares of face value of ₹ 10 each
Authorised Share Capital	5,00,000
Paid-up Share Capital	1,00,000

#### *Shareholding pattern*

The shareholding pattern of EMA Decision Dynamics Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of fully paid-up shares of face value of ₹ 10 each as per paid up capital	Percentage of total share capital (%)
1.	EMA Partners India Limited	99,999	100
2.	Subramanian Krishnaprakash*	1	Negligible^
	<b>Total</b>	<b>1,00,000</b>	<b>100</b>

^Less than 0.01%

\*As a nominee of our company

#### *Financial Information*

(₹ in Lakhs except per share value)

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Equity share capital	10.00	10.00	10.00
2.	Net worth	7.26	5.90	3.71
3.	Revenue from operations	2.61	3.75	0.15
4.	Profit after tax for the year	1.36	2.19	-0.86
5.	Basic earnings per equity share	1.36	2.19	-0.86
6.	Diluted earnings per equity share	1.36	2.19	-0.86
7.	Net asset value per equity share	7.26	5.90	3.71
8.	Total borrowings	-	-	-



#### 4. James Douglas Professional Search India Private Limited

##### *Corporate Information*

James Douglas Professional Search India Private Limited is a wholly owned-subsiary of our Company and was incorporated as a private company on May 14, 2021, in accordance with provisions of Companies Act, 2013. Its corporate identification no. is U74999MH2021PTC360366 and its present principal place of business address is situated at 204, The Summit Business Bay, Western Express Highway, Vileparle (East), Mumbai- 400057, Maharashtra, India. .

##### *Nature of business*

James Douglas Professional Search India Private Limited can carry any and all lawful business and is currently engaged in the business of outsourcing, recruitment, training & development and assessment of human resources.

##### *Capital Structure and shareholding*

The capital structure of James Douglas Professional Search India Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of shares of face value of ₹ 1 each
Authorised Share Capital	10,00,000
Paid-up Share Capital	99,000

##### *Shareholding pattern*

The shareholding pattern of James Douglas Professional Search India Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of fully paid-up shares of face value of ₹ 1 each as per paid up capital	Percentage of total share capital (%)
1.	EMA Partners India Limited	98,999	100
2.	Ravi Swamy*	1	Negligible^
	<b>Total</b>	<b>99,000</b>	<b>100</b>

^Less than 0.01%

\*As a nominee of our company

##### *Financial Information*

(₹ in Lakhs except per share value)

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Equity share capital	1.00	1.00	1.00
2.	Net worth	116.73	103.22	38.83
3.	Revenue from operations	164.82	225.07	159.54
4.	Profit after tax for the year	13.51	64.40	37.83
5.	Basic earnings per equity share	13.51	64.40	45.86
6.	Diluted earnings per equity share	13.51	64.40	45.86
7.	Net asset value per equity share	116.73	103.22	38.83
8.	Total borrowings	-	-	-

#### 5. EMA Partners Executive Search Limited (Dubai)

##### *Corporate Information*

EMA Partners Executive Search Limited (Dubai) is a wholly owned-subsiary of our Company and was incorporated as a private company on March 22, 2017, under the laws of United Arab Emirates in the name and style of 'EMA Partners Middle East Limited'. On July 10, 2017, the name of 'EMA Partners Middle East Limited' was changed to 'EMA Partners

Executive Search Limited'. Its corporate identification no. is 2431 and its present principal place of business address is situated at Unit Office GV 07/L02/206 Level 2, Gate Village Building 07, Dubai International Financial Centre, Dubai 507340, United Arab Emirates.

#### ***Nature of business***

EMA Partners Executive Search Limited (Dubai) can carry any and all lawful business and is currently engaged in the business of executive search and human resources consultancies.

#### ***Capital Structure and shareholding***

The capital structure of EMA Partners Executive Search Limited (Dubai) as on the date of this Draft Red Herring Prospectus is as follows:

<b>Particulars</b>	<b>No. of shares of face value of USD 1 each</b>
Authorised Share Capital	1,36,240
Paid-up Share Capital	1,36,240

#### ***Shareholding pattern***

The shareholding pattern of EMA Partners Executive Search Limited (Dubai) as on the date of this Draft Red Herring Prospectus is as follows:

<b>S. No.</b>	<b>Name of the shareholder</b>	<b>No. of fully paid-up shares of face value of USD 1 each as per paid up capital</b>	<b>Percentage of total share capital (%)</b>
1.	EMA Partners India Limited	1,36,240	100
	<b>Total</b>	<b>1,36,240</b>	<b>100</b>

#### ***Financial Information***

(₹ in Lakhs except per share value)

<b>Sr. No.</b>	<b>Particulars</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
1.	Equity share capital	113.56	111.86	103.18
2.	Net worth	1,350.89	592.14	561.12
3.	Revenue from operations	1,695.12	1,102.22	1,213.22
4.	Profit after tax for the year	749.75	-16.22	344.01
5.	Basic earnings per equity share	550.32	-11.91	252.50
6.	Diluted earnings per equity share	550.32	-11.91	252.50
7.	Net asset value per equity share	991.55	434.63	411.86
8.	Total borrowings	-	-	-

Actual amounts in AED are converted into rupees (₹). Source: <https://fedai.org.in>

## **6. EMA Partners Singapore Pte. Limited**

#### ***Corporate Information***

EMA Partners Singapore Pte. Limited is a wholly owned-subsiary of our Company and was incorporated as a private company on September 23, 2010, under the laws of Singapore. Its corporate identification no. is 201020365N and its present principal place of business address is situated at 6 Raffles Boulevard, #03 – 308 Marina Square, Singapore – 039594.

#### ***Nature of business***

EMA Partners Singapore Pte. Limited can carry any and all lawful business and is currently engaged in the business of employment agency.

### Capital Structure and shareholding

The capital structure of EMA Partners Singapore Pte. Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of shares of face value of SG\$ 1 each
Paid-up Share Capital	1,42,850

### Shareholding pattern

The shareholding pattern of EMA Partners Singapore Pte. Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of fully paid-up shares of face value of SG\$ 1 each as per paid up capital	Percentage of total share capital (%)
1.	EMA Partners India Limited	1,42,850	100
	<b>Total</b>	<b>1,42,850</b>	<b>100</b>

### Financial Information

(₹ in Lakhs except per share value)

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Equity share capital	88.19	88.47	79.95
2.	Net worth	387.63	131.27	139.94
3.	Revenue from operations	372.47	104.19	240.79
4.	Profit after tax for the year	256.78	-23.58	-37.33
5.	Basic earnings per equity share	179.75	-16.50	-26.13
6.	Diluted earnings per equity share	179.75	-16.50	-26.13
7.	Net asset value per equity share	271.36	91.90	97.96
8.	Total borrowings	-	-	-

Actual amounts in SGD are converted into rupees (₹). Source: <https://fedai.org.in>

### Step-down Subsidiaries:

#### 1. Reccloud Technologies Private Limited

##### Corporate Information

Reccloud Technologies Private Limited is a step-down subsidiary of our Company by way of our Company's holding in EMA Partners Executive Search Private Limited and was incorporated as a private company on December 15, 2021, under the Laws of India. Its corporate identification no. is U74140MH2021PTC373393 and its present principal place of business address is situated at 204, The Summit Premises Co Op Soc Limited Sant Janabai Road, Vileparle (East), Mumbai City, Vileparle, Mumbai - 400057, Maharashtra, India.

##### Nature of business

Reccloud Technologies Private Limited can carry any and all lawful business and is currently engaged in the business of consultancy, outsourcing, training & development, assessment of human resources.

### Capital Structure and shareholding

The capital structure of Reccloud People Technologies Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of shares of face value of ₹ 1 each
Authorised Share Capital	2,00,00,000
Paid-up Share Capital	1,31,57,894

### Shareholding pattern

The shareholding pattern of Reccloud Technologies Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of fully paid-up shares of face value of ₹ 1 each as per paid up capital	Percentage of total share capital (%)
1.	EMA Partners Executive Search Private Limited	1,00,00,000	76
2.	Cnergyis Infotech India Private Limited	13,15,789	10
3.	A Ramachandran	13,15,789	10
4.	Others	5,26,316	4
	<b>Total</b>	<b>1,31,57,894</b>	<b>100</b>

### Financial Information

(₹ in Lakhs except per share value)

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Equity Share Capital	131.58	100.00	100.00
2.	Net Worth	-41.09	-73.87	99.94
3.	Revenue from operations	653.30	158.58	-
4.	Profit after tax for the year	-1.35	-173.77	-0.06
5.	Basic earnings per equity share	-0.01	-1.74	0.00
6.	Diluted earnings per equity share	-0.01	-1.74	0.00
7.	Net asset value per equity share	-0.31	-0.74	1.00
8.	Total borrowings	195	130	-

## 2. James Douglas Professional Search Limited (Dubai)

### Corporate Information

James Douglas Professional Search Limited (Dubai) is a step-down subsidiary of our Company by way of our Company's holding in EMA Partners Executive Search Limited (Dubai) and was incorporated as a private company on July 25, 2022, under the Laws of United Arab Emirates. Its corporate identification no. is 5960 and its present principal place of business address is situated at Unit Office GV07/L02/206 Level 2, Gate Village Building 07, Dubai International Financial Centre, Dubai 507340, United Arab Emirates.

### Nature of business

James Douglas Professional Search Limited (Dubai) can carry any and all lawful business and is currently engaged in the business of executive search and human resources consultancies.

### Capital Structure and shareholding

The capital structure of James Douglas Professional Search Limited (Dubai) as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of shares of face value of AED 1 each
Authorised Share Capital	10,000
Paid-up Share Capital	10,000

### Shareholding pattern

The shareholding pattern of James Douglas Professional Search Limited (Dubai) as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of fully paid-up shares of face value of AED 1 each as per paid up capital	Percentage of total share capital (%)
1.	EMA Partners Executive Search Limited	10,000	100
	<b>Total</b>	<b>10,000</b>	<b>100</b>

### Financial Information

(₹ in Lakhs except per share value)

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022*
1.	Equity Share Capital	2.27	2.24	NA
2.	Net Worth	-107.82	-37.90	NA
3.	Revenue from operations	67.99	63.02	NA
4.	Profit after tax for the year	-69.34	-40.14	NA
5.	Basic earnings per equity share	-69,338.31	-58,603.85	NA
6.	Diluted earnings per equity share	-69,338.31	-58,603.85	NA
7.	Net asset value per equity share	-1,07,816.69	-37,902.37	NA
8.	Total borrowings	136.28	-	NA

\* James Douglas Professional Search Limited was incorporated on July 25, 2022

Actual amounts in AED are converted into rupees (₹). Source: <https://fedai.org.in>

### Common pursuits with the Subsidiaries

Our Subsidiaries are in the same line of business as that of our Company and accordingly, there are certain common pursuits amongst our Subsidiaries and our Company, because our subsidiaries are wholly owned subsidiaries. However, there is no conflict of interest amongst our Subsidiaries and our Company. If required, our Company will adopt necessary procedures and practices as permitted by law to address any conflict situations as and when they arise.

### ASSOCIATE COMPANY / JOINT VENTURE OF OUR COMPANY

As on the date of this Draft Herring Prospectus, our Company does not have any associate company or joint venture.

### ACCUMULATED PROFITS OR LOSSES

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company.

### CAPACITY OR FACILITY CREATION AND LOCATIONS OF PLANTS

Our Company does not have any capacity or facility creation and locations of plants.

### TIME AND COST OVER-RUNS IN SETTING UP PROJECTS

Our Company have not implemented any projects and therefore have not experienced any time or cost overruns in relation thereto.

### DEFAULTS OR RE-SCHEDULING OF BORROWINGS

As on the date of this Draft Red Herring Prospectus, there has been no default or re-scheduling/ re-structuring of borrowings availed by our Company from any financial institutions or banks.

## **SIGNIFICANT STRATEGIC PARTNERS**

Except as disclosed below, as of the date of this Draft Red Herring Prospectus, our Company does not have any significant strategic partner.

### **Software and Technology Development, Assignment and Transfer Agreement between Cnergyis Infotech India Private Limited, Reccloud Technologies Private Limited and our Company.**

Our Company along with Reccloud Technologies Private Limited (“**Reccloud**”) (collectively referred to as the “**Parties**”) has entered into a Software and Technology Development, Assignment and Transfer Agreement with Cnergyis Infotech India Private Limited (“**ZingHR**”) on November 23, 2023. By virtue of this agreement, ZingHR has agreed to design, create, and develop a recruitment and assessment marketplace platform exclusively for the Parties in exchange of consideration in cash and allotment of equity shares representing 10% of the equity share capital of Reccloud.

## **SIGNIFICANT FINANCIAL PARTNERS**

Apart from the various arrangements with the bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners as on the date of this Draft Red Herring Prospectus.

## **LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS**

For details regarding key products or services launched by our Company, entry into new geographies or exit from existing markets, please refer the section titled ‘*Our Business*’ beginning on page 134 of this Draft Red Herring Prospectus.

## **DETAILS REGARDING MATERIAL ACQUISITIONS OR MERGERS, AMALGAMATIONS IN THE LAST 10 YEARS**

Except as disclosed below, our Company has neither made any material acquisitions nor entered into any scheme of merger, amalgamations in the last 10 years as on date of this Draft Red Herring Prospectus:

Our Company has acquired 20,000 equity shares of EMA Decision Dynamics Private Limited (“**EMA DD**”) held by Decision Dynamics AB for a total consideration of ₹ 1.4 lakhs on March 04, 2023. Our Company has not entered into any acquisition agreement for acquiring the equity shares of EMA DD. The acquisition of equity shares was completed by way of executing share transfer forms between our Company and Decision Dynamics AB. The mode of payment of the purchase consideration was cash, by way of a bank transfer. The acquisition price was arrived at by way of a valuation report dated February 16, 2023, issued by M/s. Pantomath Capital Advisors Private Limited, SEBI Registered Category-I Merchant Banker. Consequent to the acquisition of equity shares, EMA DD became wholly owned subsidiary of our Company

## **DETAILS REGARDING DIVESTMENTS OF BUSINESS/ UNDERTAKINGS IN THE LAST 10 YEARS**

As on date of this Draft Red Herring Prospectus, our Company has not divested any business/ undertaking in the last 10 years.

## **ANY REVALUATION OF ASSETS, IN THE LAST 10 YEARS**

As on date of this Draft Red Herring Prospectus, our Company has not re-valued its assets in the last 10 years.

## **COLLABORATION AGREEMENTS**

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any collaboration agreements.

## **SHAREHOLDERS’ AGREEMENTS AND OTHER AGREEMENTS**

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, our Company has not entered into any shareholders’ agreements nor is aware of any such agreement subsisting between the shareholders to which our Company is not a party.

**Share subscription agreement dated August 29, 2024 (“SSA”) executed by and amongst our Company and Negen Undiscovered Value Fund, a SEBI registered Category III Alternate Investment Fund (“Investor”) (collectively referred as the “Parties”) pursuant to which the Investor has been allotted 1,78,572 Equity Shares (“Investor’s Shares”) for cash at a price of ₹104 per Equity Share including a premium of ₹ 99/- per Equity Share for an aggregate consideration of approximately ₹ 1,85,71,488/-**

The key terms of the Share Subscription Agreements are as under:

1. The Company has agreed to arrange to make an initial public offering (IPO) of the Equity Shares of our Company within 6 (six) months from the closing date (*as defined under respective Share Subscription Agreement*).
2. It has been further agreed by the parties that in the event the Company fails to make an IPO within 6 (six) months from the closing date or if the Board or its appointed committee determines that the Company shall not proceed with the IPO, Our Company has agreed to provide an exit opportunity to the investor at its sole option by way of:
  - (a) buy back all of the Investor Shares held by the Investor at an IRR of 15%; or
  - (b) permit Investor to continue to hold the Investor's Shares in the Company on the terms and conditions decided mutually between the Parties at that time; or
3. The Share Subscription Agreements will automatically be terminated upon listing of the Shares of the Company pursuant to IPO.

## **MATERIAL AGREEMENTS**

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any material agreements other than in the ordinary course of business carried on by our Company.

For details on business agreements of our Company, please refer to the section titled '*Our Business*' beginning on page 134 of this Draft Red Herring Prospectus.

## **OTHER AGREEMENTS:**

Our Company has not entered into any other agreements except the agreements as mentioned below.

### **Membership Agreement dated September 25, 2003 between our Company and EMA Partners International**

EMA Partners International is involved in executive search and recruitment throughout the world under the name "EMA Partners International". By virtue of this Membership Agreement, our Company has subscribed to one share of EMA Partners International thereby associating itself with the international group of executive search and recruitment agents and to use the name "EMA Partners". This Membership Agreement entails our Company to provide to other members of the association and our clients with professional creative search/management and consulting services under the global brand name "EMA Partners".

### **Membership Agreement dated October 07, 2011 between our EMA Partners Singapore Pte. Limited and EMA Partners International**

EMA Partners Singapore Pte. Limited has associated itself with EMA Partners International by virtue of Membership Agreement dated October 07, 2011. This affiliation allows EPSPL to professional creative search, management, and consulting services to other members and clients, all under the global brand name "EMA Partners."

### **Membership Agreement dated October 04, 2019 between our EMA Executive Search (Dubai) and EMA Partners International**

EMA Executive Search (Dubai) has associated itself with EMA Partners International by virtue of Membership Agreement dated October 04, 2019. This affiliation allows EMA Executive Search (Dubai) to offer professional creative search, management, and consulting services to other members and clients, all under the global brand name "EMA Partners."

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT PERSONNEL DIRECTOR, PROMOTER OR ANY OTHER EMPLOYEE**

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel or Senior Management Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

## **MATERIAL GUARANTEES GIVEN BY OUR PROMOTERS WITH RESPECT TO THE EQUITY SHARES**

Except as disclosed in the chapter titled "*Financial Indebtedness*" beginning on page 260 of this Draft Red Herring Prospectus, our Promoters have not given any guarantees to third parties that are outstanding as on the date of this Draft Red Herring Prospectus.

## **DETAILS OF CHANGES IN MANAGEMENT**

For details of change in management please refer to the section titled “*Our Management*” beginning on page 169 of this Draft Red Herring Prospectus.

## **NUMBER OF SHAREHOLDERS**

As on the date of this Draft Red Herring Prospectus, the total number of members of our Company is 41 (forty-one). For further details, please refer the section titled “*Capital Structure*” beginning on page 81 of this Draft Red Herring Prospectus.



## OUR MANAGEMENT

### 1. Board of Directors

Pursuant to the requirements of the Companies Act, 2013 and the AoA, our Company is required to have not less than three Directors and not more than fifteen Directors, provided that our shareholders' may appoint more than fifteen Directors after passing a special resolution in a general meeting.

As of the date of this Draft Red Herring Prospectus, our Company comprises of 6 (six) Directors on our Board, including 2 (two) Executive Directors, 1 (one) Non-Executive Non-Independent Director and 3 (three) Non-Executive Independent Directors (including 1 (one) Woman Director). Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

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

Sr. No.	Name, designation, address, date of birth, age, experience, occupation, qualification, nationality, current term with date of appointment, period of directorship and DIN	Other directorships
1.	<p><b><u>Mr. Krishnan Sudarshan</u></b></p> <p><i>Designation:</i> Chairman and Managing Director</p> <p><i>Address:</i> 1102, Sabari Ashville, Plot No. P-1 CTS No. 452A, N.M. Patil Marg, Near Tina Bliss Building, Ghatla Village, Chembur, Mumbai-400071.</p> <p><i>Date of Birth:</i> 07/05/1970</p> <p><i>Age:</i> 54 years</p> <p><i>Experience:</i> 20+ Years</p> <p><i>Occupation:</i> Business</p> <p><i>Qualification:</i> Bachelor's degree in Civil Engineering from National Institute of Technology, Kurukshetra and has completed the Owner/President Management Program at the Harvard Business School</p> <p><i>Nationality:</i> Indian</p> <p><i>Current Term:</i> For a period of five years, with effect from April 01, 2024, not liable to retire by rotation.</p> <p><i>Period of Directorship:</i> Since September 09, 2003</p> <p><i>DIN:</i> 01029826</p>	<p><b>Indian Companies:</b></p> <ol style="list-style-type: none"> <li>1. Metro Cash and Carry India Private Limited</li> <li>2. Reliance Consumer Products Limited</li> <li>3. V-Retail Limited</li> <li>4. Lotus Chocolate Company Limited</li> <li>5. Purple Panda Fashions Limited</li> <li>6. Selectema Consulting India Private Limited</li> <li>7. Cnergyis Infotech India Private Limited</li> <li>8. Shopsense Retail Technologies Limited</li> <li>9. Reliance Brands Limited</li> </ol> <p><b>Foreign Companies:</b></p> <ol style="list-style-type: none"> <li>1. EMA Partners Singapore Pte Limited.</li> <li>2. EMA Partners Executive Search Limited</li> <li>3. James Douglas Professional Search Limited</li> </ol>

Sr. No.	Name, designation, address, date of birth, age, experience, occupation, qualification, nationality, current term with date of appointment, period of directorship and DIN	Other directorships
2.	<p><b><u>Mr. Subramanian Krishnaprakash</u></b></p> <p><i>Designation:</i> Whole Time Director</p> <p><i>Address:</i> 5/23, 29<sup>th</sup> Cross Street, Indra Nagar, Adyar, Chennai -600020, Tamil Nadu.</p> <p><i>Date of Birth:</i> 15/01/1965</p> <p><i>Age:</i> 59 years</p> <p><i>Experience:</i> 20+ Years</p> <p><i>Occupation:</i> Business</p> <p><i>Qualification:</i> Bachelor's degree in technology (Mechanical Engineering) from Annamalai University and Post Graduate Diploma in Business Administration from Loyola Institute of Business Administration, Chennai</p> <p><i>Nationality:</i> Indian</p> <p><i>Current Term:</i> For a period of five years, with effect from July 09, 2024, liable to retire by rotation.</p> <p><i>Period of Directorship:</i> Since September 09, 2003.</p> <p><i>DIN:</i> 01789103</p>	<p><b>Indian Companies:</b></p> <ol style="list-style-type: none"> <li>EMA Partners Executive Search Private Limited</li> <li>Emagine Technologies Private Limited</li> </ol> <p><b>Foreign Companies:</b></p> <p>Nil</p>
3.	<p><b><u>Mr. Shekhar Ganapathy</u></b></p> <p><i>Designation:</i> Non-Executive Director</p> <p><i>Address:</i> T1 201 Windermere, North Main Road, Koregaon Park, Pune - 411001, Maharashtra.</p> <p><i>Date of Birth:</i> 19/12/1966</p> <p><i>Age:</i> 57 years</p> <p><i>Experience:</i> 20 years</p> <p><i>Occupation:</i> Professional</p> <p><i>Qualification:</i> Bachelor's degree of Engineering (Electrical and Electronics Engineering) from Bharathidasan University and Post Graduate Diploma in Management from Indian Institute of Management, Calcutta</p> <p><i>Nationality:</i> Indian</p> <p><i>Current Term:</i> Appointed with effect from July 09, 2024, liable to retire by rotation.</p> <p><i>Period of Directorship:</i> Since October 15, 2003</p> <p><i>DIN:</i> 02177510</p>	<p><b>Indian Companies:</b></p> <ol style="list-style-type: none"> <li>Traana Technologies Private Limited</li> <li>Orcc Solutions Private Limited</li> <li>Helius Computech India Private Limited</li> <li>James Douglas Professional Search India Private Limited</li> <li>Recloud Technologies Private Limited</li> <li>Emagine Technologies Private Limited</li> </ol> <p><b>Foreign Companies:</b></p> <ol style="list-style-type: none"> <li>Helius Technologies Pte Ltd</li> </ol>

Sr. No.	Name, designation, address, date of birth, age, experience, occupation, qualification, nationality, current term with date of appointment, period of directorship and DIN	Other directorships
4.	<p><b><u>Dr. Archana Niranjana Hingorani</u></b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Address:</i> 701 Orchid Breeze, 7<sup>th</sup> Floor, 16<sup>th</sup> Road, Opp Khar Gymkhana Ground, Khar, Mumbai-400052.</p> <p><i>Date of Birth:</i> 09/09/1965</p> <p><i>Age:</i> 59 years</p> <p><i>Experience:</i> 21+ years</p> <p><i>Occupation:</i> Professional</p> <p><i>Qualification:</i> Bachelor's degree in Arts from the University of Mumbai, a Master's degree in business administration from the Graduate School of Business, University of Pittsburgh, USA and a Doctorate degree in philosophy from the Joseph M. Katz Graduate School of Business, University of Pittsburgh, USA</p> <p><i>Nationality:</i> Indian</p> <p><i>Current Term:</i> For a period of five years, with effect from July 10, 2024, not liable to retire by rotation.</p> <p><i>Period of Directorship:</i> Since July 10, 2024</p> <p><i>DIN:</i> 00028037</p>	<p><b>Indian Companies:</b></p> <ol style="list-style-type: none"> <li>1. Alembic Pharmaceuticals Limited</li> <li>2. Grindwell Norton Limited</li> <li>3. 5 Paisa Capital Limited</li> <li>4. SIDBI Venture Capital Limited</li> <li>5. Balaji Telefilms Limited</li> <li>6. The Phoenix Mills Limited</li> <li>7. SBI Mutual Fund Trustee Company Private Limited</li> <li>8. Neewe Analytics Private Limited</li> <li>9. Pan India Motor Private Limited (under process of liquidation)</li> </ol> <p><b>Foreign Companies:</b></p> <ol style="list-style-type: none"> <li>1. Alembic Pharmaceuticals Inc.</li> <li>2. Zumutor Biologics Inc., USA</li> <li>3. Global Impact Initiative UCITS ICAV, Ireland</li> </ol>
5.	<p><b><u>Mr. Arun Dasmahapatra</u></b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Address:</i> Apartment 2172, Belvedere, Prestige White Meadows, Whitefield Main Road, Near Whitefield Police Station, Sathya Sai Layout, Whitefield, Bengaluru, Karnataka – 560066.</p> <p><i>Date of Birth:</i> 19/06/1957</p> <p><i>Age:</i> 67 years</p> <p><i>Experience:</i> 23 years</p> <p><i>Occupation:</i> Retired</p> <p><i>Qualification:</i> Master's degree in Arts (Psychology) from Utkal University</p> <p><i>Nationality:</i> Indian</p> <p><i>Current Term:</i> For a period of five years, with effect from July 10, 2024, not liable to retire by rotation.</p> <p><i>Period of Directorship:</i> Since July 10, 2024</p> <p><i>DIN:</i> 01550644</p>	<p><b>Indian Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>

Sr. No.	Name, designation, address, date of birth, age, experience, occupation, qualification, nationality, current term with date of appointment, period of directorship and DIN	Other directorships
6.	<p><b><u>Mr. Rajat Kumar Jain</u></b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Address:</i> B-6/806, Sahara Grace, M.G. Road, Behind Sahara Mall, Chakarapur (74), Gurgaon -122002, Haryana.</p> <p><i>Date of Birth:</i> 13/09/1963</p> <p><i>Age:</i> 61 years</p> <p><i>Experience:</i> 19 years</p> <p><i>Occupation:</i> Self-Employed</p> <p><i>Qualification:</i> Bachelor's degree in Technology (Electrical Engineering) from Indian Institute of Technology, Delhi and Post-Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad</p> <p><i>Nationality:</i> Indian</p> <p><i>Current Term:</i> For a period of five years, with effect from July 10, 2024, not liable to retire by rotation.</p> <p><i>Period of Directorship:</i> Since July 10, 2024</p> <p><i>DIN:</i> 00046053</p>	<p><b>Indian Companies:</b></p> <ol style="list-style-type: none"> <li>1. Aditya Birla Finance Limited</li> <li>2. Mahindra Holidays &amp; Resorts India Limited</li> <li>3. Sanderson Solutions International (India) Private Limited</li> <li>4. Padup Ventures Private Limited</li> <li>5. Fino Payments Bank Limited</li> <li>6. Vodafone Idea Limited</li> </ol> <p><b>Foreign Companies:</b></p> <p>Nil</p>

## 1. Brief Biographies of Directors

**Mr. Krishnan Sudarshan**, is one of the Promoters and currently the Chairman and Managing Director of our Company. He holds a bachelor's degree in Civil Engineering from National Institute of Technology, Kurukshetra and has completed the owner/president management program conducted by Harvard Business School. He leads EMA Partners across India, Singapore & UAE. He has work experience of more than 20 years in executive search and is successful in handling domestic and cross border assignments for diverse industries and functions. He has been actively involved in the day-to-day operations and currently overseeing & controlling the overall operations and management of the Company. He has been associated with our Company since inception.

**Mr. Subramanian Krishnaprakash**, is one of the Promoters and Whole-time Director our Company. He holds a bachelor's degree in Mechanical Engineering from Annamalai University and a post graduate diploma in Business Administration from Loyola Institute of Business Administration, Chennai. He has work experience of more than 20 years in executive search and is successful in handling domestic and cross border assignments for diverse industries and functions. He works closely with private equity investors to build leadership teams for their portfolio companies. He has been associated with our Company since inception.

**Mr. Shekhar Ganapathy**, is the Non-Executive Director of our Company. He has completed his bachelor's degree in Electrical and Electronics Engineering from the Bharathidasan University and post graduate diploma in Management from the Indian Institute of Management, Calcutta. He has over 20 years of experience in sales and information technology industry. In the past, he has acted as Senior Vice President and General Manager – Sales at S1 Service India Private Limited and Vice President Sales- South Asia at ACI Worldwide Solutions Private Limited. At present, he is associated with Helius Computech India Private Limited and Helius Technologies Pte Ltd as an Executive Director. He has been associated with our Company since October 15, 2003 as a Non-Executive Director.

**Dr Archana Niranjana Hingorani**, is the Independent Director of our Company. She holds a bachelor's degree in arts from the University of Mumbai, a master's degree in business administration from the Graduate School of Business, University of Pittsburgh, USA and a doctorate degree in philosophy from the Joseph M. Katz Graduate School of Business, University of Pittsburgh, USA. She has more than 21 years of experience in fund raising, investing, nurturing investments through four different economic cycles, carving exit paths, asset management and spearheading ESG programs. Prior to joining our

Company, she was associated with the IL&FS Group until 2017, in various capacities, including being the Whole-time Director of IL&FS Investment Managers Limited. She has been the recipient of various awards such as 'Most Powerful Women' in 2014, 2015, 2016 and 2017 by Fortune India, 'Most Powerful Women' in 2011 by Business Today, '25 Most Influential Women in Asia Asset Management' by Asian Investor in May, 2014. She currently serves on the boards of various companies, including Alembic Pharmaceuticals Limited, SIDBI Venture Capital Limited, The Phoenix Mills Limited, Balaji Telefilms Limited and SBI Mutual Fund Trustee Company Private Limited. She is the co-founder and Managing Partner of Siana Capital Management LLP. She is a visiting faculty at the Katz Graduate School of Business, University of Pittsburgh, for private equity and alternative assets. She has been associated with our Company as an Independent Director since July 10, 2024.

**Mr. Arun Dasmahapatra**, is the Independent Director our Company. He has completed his master of arts in Psychology from Utkal University. He has over 23 years of experience in leadership advisory and executive search. Previously, he was acting as a Partner – Industrial Practice in Heidrick and Struggles India Private Limited. He has been associated with our Company as an Independent Director since July 10, 2024.

**Mr. Rajat Kumar Jain**, is the Independent Director our Company. He holds a bachelor's degree in technology (Electrical Engineering) from Indian Institute of Technology, Delhi and post-graduate diploma in Management from the Indian Institute of Management, Ahmedabad. He is a certified professional in Corporate Governance as accredited by the Indian Institute of Corporate Affairs. Previously, he acted as Managing Director of The Walt Disney Company (India) Private Limited, Xerox India Limited and Mobile2win India Private Limited and was also a Whole-time Director at Neva Garments Limited. At present, he is the Chairperson and Independent Director at Fino Payments Bank Limited. He currently serves on the boards of various companies including Aditya Birla Finance Limited, Mahindra Holidays & Resorts India Limited and Vodafone Idea Limited. He is the Co-founder and Director of PadUp Ventures Private Limited, where he plays a key role in providing incubation, in-depth mentoring, and robust support services to early-stage tech start-ups in India. He has been associated with our Company as an Independent Director since July 10, 2024.

## Confirmations

- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of senior management.
- Other than statutory benefits upon termination of the employment in our Company on retirement, none of the Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.
- As on the date of this Draft Red Herring Prospectus, none of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- As on date of this Draft Red Herring Prospectus, none of our Directors are declared as Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of our Director is or was a director of any listed company during the last 5 years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the stock exchange(s), during the term of their directorship in such Company.
- None of our Director is or was a director of any listed company which has been or was delisted from any recognized stock exchange during the term of their directorship in such company.
- None of the Promoter, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or persons in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- No proceedings/ investigations have been initiated by SEBI against any company, the board of directors of which also comprises any of the Directors of our Company.
- No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.
- None of our Directors have been associated with any company that has been struck-off by the registrar of companies or the Ministry of Corporate Affairs.

## 2. Borrowing powers of our Board

Pursuant to a special resolution passed by our shareholders at AGM held on July 10, 2024, our Board is authorised to borrow any sum of monies from time to time notwithstanding that the sum so borrowed together with the monies, if any, already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) exceeding the paid up capital and free reserves of our Company provided that such amount does not exceed ₹ 3500

Lakhs.

**3. Remuneration/ compensation/ commission paid to our Managing Director, Executive Directors and Whole-Time Director:**

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director, Executive Directors and Whole-Time Director

Particulars	Mr. Krishnan Sudarshan	Mr. Subramanian Krishnaprakash
Appointment / Change in Designation	Originally appointed as Director w.e.f. September 09, 2003.  Designated as Managing Director w.e.f April 01, 2024 vide Board Resolution dated March 26, 2024.  He has also been appointed as Chairman of our Company.	Originally appointed as Director w.e.f. September 09, 2003.  Designated as Whole-time Director w.e.f July 09, 2024 vide Board Resolution dated July 09, 2024.
Current Designation	Managing Director and Chairman	Whole-time Director
Term of Appointment	5 years Not Liable to retire by rotation	5 years Liable to retire by rotation
Remuneration & Perquisites	As mentioned in Terms of appointment of Directors below	As mentioned in Terms of appointment of Directors below
Compensation paid in the year 2023-24	₹ 177.64 Lakhs*	₹ 24 Lakhs

\*Includes remuneration of ₹ 60 Lakhs paid by our wholly owned subsidiary, EMA Executive Search.

**4. Payments or benefits to Directors by our Company**

Except as disclosed below, our Company has not paid any compensation or granted any benefit to any of our Directors (including contingent or deferred compensation) in all capacities in the financial year ended March 31, 2024:

**Remuneration paid to our Directors in the financial year ended March 31, 2024:**

(₹. In Lakhs)

Sr. No.	Name of Director	Remuneration Paid
1.	Mr. Krishnan Sudarshan	177.64 <sup>#</sup>
2.	Mr. Subramanian Krishnaprakash	24
3.	Mr. Shekhar Ganapathy	18*
4.	Mr. Ravi Swamy	41.30**

<sup>#</sup>Includes remuneration of ₹ 60 Lakhs paid by our wholly owned subsidiary, EMA Executive Search.

\*Our Company has paid Professional fees amounting to ₹ 18 Lakhs to Mr. Shekhar Ganapathy

\*\*Resigned as an Executive Director of our Company with effect from August 28, 2024.

**5. Terms of appointment of Directors**

**1. Executive Directors**

Name	Mr. Krishnan Sudarshan
Designation	Chairman and Managing Director
Remuneration per annum (including basic salary, perquisites, allowances but excluding bonus.)	Pursuant to the resolutions passed by our Board on August 21, 2024 and Shareholders on August 23, 2024, respectively, Mr. Krishnan Sudarshan is entitled to receive a fixed remuneration of up to ₹ 15 Lakhs per month and

	<p>perquisites subject to a ceiling of twice the amount of fixed remuneration, including but not limited to the following perquisites:</p> <ol style="list-style-type: none"> <li>1. Housing: Company provided (furnished / unfurnished) accommodation and / or HRA in lieu of Company provided accommodation as per the Company's Policy.</li> <li>2. House Maintenance: Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy.</li> <li>3. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per the Company's policy.</li> <li>4. Accidental Insurance: Accidental insurance cover as per the Company's policy.</li> <li>5. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company's policy.</li> <li>6. Car: Cars for use of Company's Business as per the Company's policy.</li> <li>7. Contribution towards Provident Fund and Superannuation Fund and / or National Pension Scheme or Annuity Fund - as per the Company's policy.</li> <li>8. Other Benefits: Leave and related benefits as per the Company's policy.</li> <li>9. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide</li> </ol> <p>Further, he is also entitled to a performance bonus linked to the achievement of targets of up to ₹ 250 Lakhs.</p>
Tenure of his appointment	5 years w.e.f. April 01, 2024

There is no definitive and /or service agreement that has been entered into between our Company and Mr. Krishnan Sudarshan in relation to his appointment.

Name	Mr. Subramanian Krishnaprakash
Designation	Whole-time Director
Remuneration per annum (including basic salary, perquisites, allowances but excluding bonus.)	<p>Pursuant to the resolutions passed by our Board on August 21, 2024 and Shareholders on August 23, 2024, respectively, Mr. Subramanian Krishnaprakash is entitled to receive a fixed remuneration of up to ₹ 6.25 Lakhs per month and perquisites subject to a ceiling of twice the amount of fixed remuneration, including but not limited to the following perquisites:</p> <ol style="list-style-type: none"> <li>1. Housing: Company provided (furnished / unfurnished) accommodation and / or HRA in lieu of Company provided accommodation as per the Company's Policy.</li> <li>2. House Maintenance: Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy.</li> <li>3. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per the Company's policy.</li> </ol>

	<ol style="list-style-type: none"> <li>4. Accidental Insurance: Accidental insurance cover as per the Company's policy.</li> <li>5. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company's policy.</li> <li>6. Car: Cars for use of Company's Business as per the Company's policy.</li> <li>7. Contribution towards Provident Fund and Superannuation Fund and / or National Pension Scheme or Annuity Fund - as per the Company's policy.</li> <li>8. Other Benefits: Leave and related benefits as per the Company's policy.</li> <li>9. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.</li> </ol>
Tenure of his re-appointment	5 years w.e.f. July 09, 2024

There is no definitive and /or service agreement that has been entered into between our Company and Mr. Subramanian Krishnaprakash in relation to his appointment.

Our Company has not entered into any contract appointing or fixing the remuneration of a Director in the last 2 years. The above said remuneration and perquisites are subject to the ceiling laid down in Section 197 and Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, as may be amended from time to time. In case of payment of remuneration in excess of the prescribed limits, recovery of the excess amount may be waived by our Board upon the recommendation of the Nomination and Remuneration Committee and subject to the compliance of the applicable provisions, if any.

#### **Sitting fees**

Our AOA provides for payment of such amount of sitting fees, as the Directors may determine, from time to time, for attending every meeting of our Board or any committee of our Board, subject to the ceiling prescribed under the Companies Act, 2013. Our Board of Directors have resolved in their meeting dated July 09, 2024 for payment of not exceeding ₹ 40,000 per board meeting and not exceeding ₹ 30,000 for per committee meeting to all the Independent Directors and Non-Executive Director of our Company for attending such meetings thereof.

Except professional fees of ₹ 18 Lakhs paid to Mr. Shekhar Ganapathy, no sitting fees have been paid by our Company to our Non-Executive Non-Independent Directors and Non-Executive Independent Director for the Financial Year ended March 31, 2024.

#### **Bonus or profit-sharing plan for our Directors**

Except for the variable pay payable as part of remuneration to Mr. Krishnan Sudarshan, our Company does not have any bonus or profit-sharing plan for our Directors.

#### **Shareholding of Directors in our Company**

Our AOA does not require our Directors to hold qualification shares.

The shareholding of our Directors in our Company as of the date of filing this Draft Red Herring Prospectus, on a fully diluted basis, is set forth below:

Sr. No	Name	No. of Equity Shares	Percentage of the pre-Offer capital on a fully diluted basis (%)
1.	Mr. Krishnan Sudarshan	1,30,84,698	73.05
2.	Mr. Subramanian Krishnaprakash	20,24,070	11.30
3.	Mr. Shekhar Ganapathy	15,67,800	8.75
4.	Mr. Arun Dasmahapatra	8,929	0.05
5.	Mr. Rajat Kumar Jain	11,161	0.06



## **Remuneration paid to our Directors by our Subsidiaries**

Except ₹ 60 Lakhs paid to Mr. Krishnan Sudarshan by EMA Executive Search in Financial Year 2023-2024, as on the date of this Draft Red Herring Prospectus, none of our directors have been paid any remuneration by our Subsidiaries, including contingent or deferred compensation accrued for the year during Financial Year 2023-2024.

## **Interest of our Directors**

### **i. Interest by way of Remuneration from our Company**

All the Directors may be deemed to be interested to the extent of remuneration, sitting fees and reimbursement of expenses payable to them under the AOA, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

No loans have been availed by our Directors from the Company and for details of Personal Guarantee given by Directors towards financial facilities of our Company please refer to section titled '*Financial Indebtedness*' and '*Financial Information*' beginning on page 260 and 200 respectively of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding 2 years from the date of the Draft Red Herring Prospectus in which the Directors are interested directly or indirectly.

Except as stated in this section titled '*Our Management*' or the section titled '*Financial Information - Related Party Transactions*' beginning on pages 169 and 200 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

For details, refer '*Our Management - Remuneration/ Compensation/ Commission paid to our Directors*' as beginning on page 169 of this Draft Red Herring Prospectus.

### **ii. Interest as Members of our Company**

Our Directors may also be regarded as interested in the Equity Shares, if any, that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and/ or trustees pursuant to this Offer. Such Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

### **iii. Interest in promotion of our Company**

Except, Mr. Krishnan Sudarshan and Mr. Subramanian Krishnaprakash, none of our Directors have any interest in the promotion or formation of our Company. For further details, please refer to section titled '*Our Promoters and Promoter Group*' as beginning on page 192 of this Draft Red Herring Prospectus.

### **iv. Interest in the property of our Company**

None of our Directors have direct/indirect interest in any property acquired by our Company, or proposed to be acquired by our Company.

### **v. Interest in the business of our Company**

Except as stated in '*Financial Information*' beginning on page 200, our Directors do not have any interests in our business.

### **vi. Interest as creditors of our Company**

No loans have been availed from the Director of our Company. For the details of personal guarantee given by Directors towards financial facilities of our Company please refer to '*Financial Indebtedness*' and '*Financial Information*' beginning on pages 260 and 200 respectively of this Draft Red Herring Prospectus.

### **vii. Interest as Key Managerial Personnel of our Company**

Mr. Krishnan Sudarshan , Chairman and Managing Director, Mr. Subramanian Krishnaprakash, Whole-time Director and Mr. Manishkumar Anjanikumar Dhanuka, Group Chief Financial Officer, and Ms. Smita Shivdhari Singh, Company Secretary

and Compliance Officer of our Company are the Key Managerial Personnel of our Company and may be deemed to be interested to the extent of remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act, 2013 and AOA of our Company and to the extent of Equity Shares that may be held by them in our Company. They may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares. Other than disclosed above, no other Director is interested as Key Managerial Personnel of our Company. For further details, please refer to section titled '*Related Party Transactions*' and section titled '*Financial Information*' beginning on page 198 and 200 and of this Draft Red Herring Prospectus.

**viii. Other indirect interest**

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 any of our Directors are interested, by any person, either to induce him to become, or to qualify him as, a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

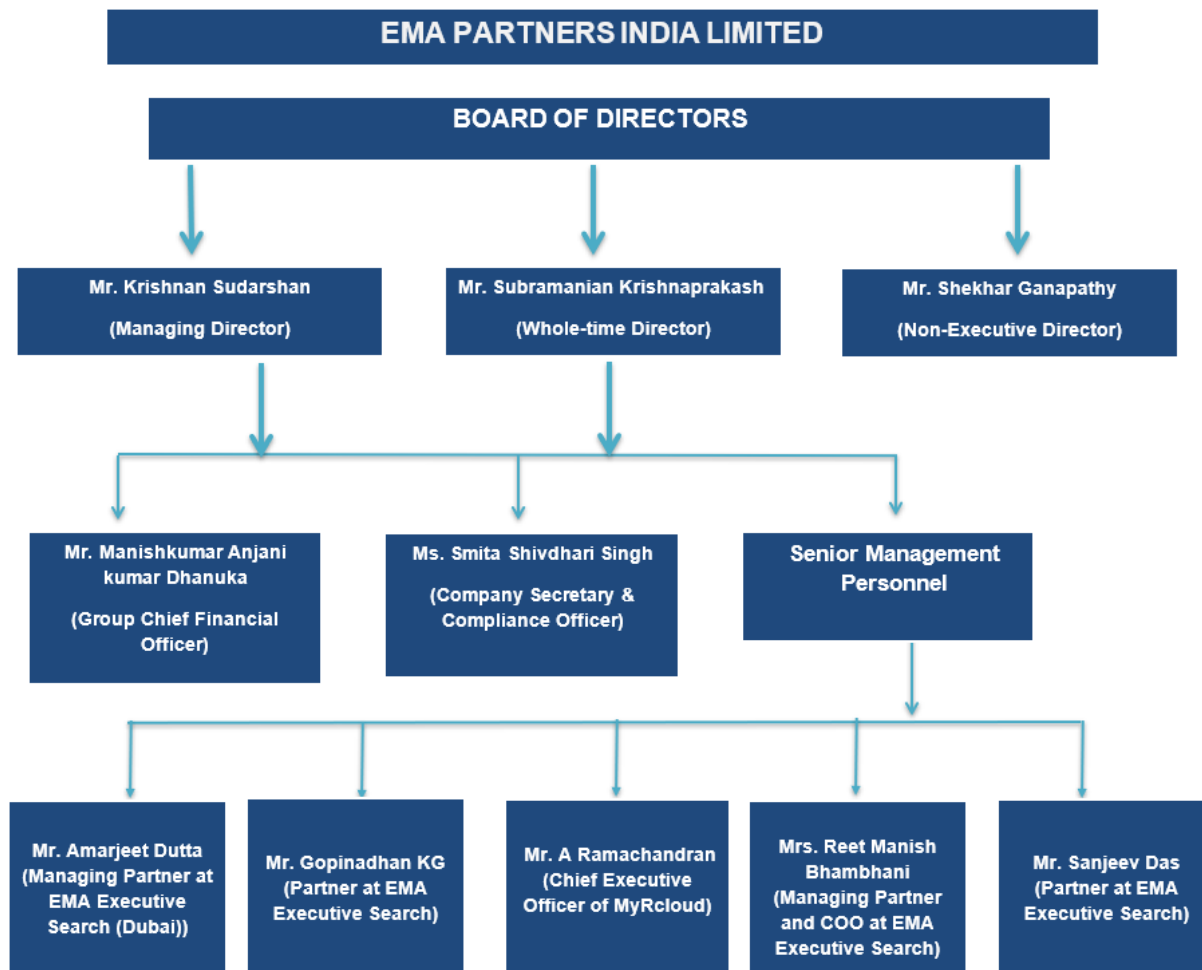
All the Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners.

**Changes in our Board during the last 3 years**

Except as disclosed below, there have been no changes in our Board during the last 3 years.

<b>Name</b>	<b>Date of Appointment/ Change/ w.e.f. Cessation</b>	<b>Reason</b>
Mr. Ravi Swamy	June 12, 2023	Appointment as Executive Director
Mr. Krishnan Sudarshan	April 01, 2024	Re-appointment as Managing Director
Mrs. Sangeetha Sudarshan	May 23, 2024	Resigned as Director due to pre-occupation and other commitments
Mr. S Viswanathan	May 23, 2024	Resigned as Director due to pre-occupation and other commitments
Mr. Subramanian Krishnaprakash	July 09, 2024	Change in Designation from Director to Whole-time Director
Mr. Shekhar Ganapathy	July 09, 2024	Change in Designation from Non-Executive Independent Director to Non-Executive Director
Dr. Archana Niranjana Hingorani	July 10, 2024	Appointment as Independent Director
Mr. Arun Dasmahapatra	July 10, 2024	Appointment as Independent Director
Mr. Rajat Kumar Jain	July 10, 2024	Appointment as Independent Director
Mr. Ravi Swamy	August 28, 2024	Resigned as Executive Director

## ORGANISATION STRUCTURE



### Corporate governance

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations and SEBI ICDR Regulations, as may be applicable, will also be complied with to the extent applicable to our Company immediately upon the listing of the Equity Shares on the Designated Stock Exchange.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof.

The Corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of this Draft Red Herring Prospectus, there are 6 (six) Directors on our Board out of which 3 (three) are Non-Executive Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing

Regulations, SEBI ICDR Regulations, the Listing Agreement and the Companies Act, 2013.

### Committees of our Board

Our Board has constituted committees to delegate certain powers as permitted under the Companies Act, 2013.

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees

- a) Audit Committee
- b) Stakeholders' Relationship Committee
- c) Nomination and Remuneration Committee
- d) IPO Committee
- e) Internal Complaints Committee

The details of the committees constituted are as follows:

#### a. Audit Committee

Our Company has constituted an Audit Committee, as per section 177 of the Companies Act, 2013 vide resolution passed by way of circulation by our Board of Directors on August 07, 2024.

The committee presently comprises of the following Directors:

Name of Director	Designation in the Committee	Nature of Directorship
Dr. Archana Niranjana Hingorani	Chairperson	Independent Director
Mr. Rajat Kumar Jain	Member	Independent Director
Mr. Krishnan Sudarshan	Member	Managing Director

The Company Secretary of our Company shall act as the secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of the Audit Committee in accordance with Section 177 of the Companies Act, 2013.

The role and responsibility of the Audit Committee not limited but shall include the following:

- i. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ii. review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii. examination of the financial statement and the auditors' report thereon;
- iv. approval or any subsequent modification of transactions of the company with related party
- v. scrutiny of inter-corporate loans and investments;
- vi. valuation of undertakings or assets of the company, wherever it is necessary;
- vii. evaluation of internal financial controls and risk management systems;
- viii. monitoring the end use of funds raised through public offers and related matters.
- ix. Such other role as specified by the Board of Directors from time to time;
- x. To investigate any activity within its terms of reference;
- xi. To seek information from any employee;
- xii. To obtain outside legal or other professional advice; and
- xiii. To secure attendance of outsiders with relevant expertise, if it considers necessary.
- xiv. Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- xv. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- xvi. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;

- f) Disclosure of any related party transactions;
- g) Qualifications in the draft audit report.
- xvii. Reviewing, with the management, the quarterly/half-yearly (as the case may be) financial statements before submission to the Board for approval.
- xviii. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- xix. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- xx. 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.
- xxi. Discussion with internal auditors any significant findings and follow up there on.
- xxii. 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.
- xxiii. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xxiv. 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.
- xxv. To review the functioning of the Whistle Blower mechanism.
- xxvi. Approval of appointment of Chief Financial Officer (or the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- xxvii. Evaluation of internal financial controls and risk management systems.
- xxviii. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc.
- xxix. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- xxx. Committee shall mandatorily review the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - c. Internal audit reports relating to internal control weaknesses; and
  - d. The appointment, removal and terms of remuneration of the chief internal auditor, peer review auditor, if any.
  - e. Statement of deviations:
    - i. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
    - ii. Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
- xxxi. Such other role and responsibilities as stipulated under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, to the extent applicable.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The chairman of the Audit Committee has to attend the Annual General Meetings of our Company to provide clarifications on matters relating to the audit.

### **Tenure**

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

### ***b. Stakeholders' Relationship Committee***

Our Company has constituted a "Stakeholders' Relationship Committee" to redress grievances of the shareholders, debentures and other security holders. The Stakeholders' Relationship Committee was constituted vide resolution passed by way of circulation by our Board of Directors on August 07, 2024.

The committee presently comprises of the following Directors:

Name of Director	Designation in the Committee	Nature of Directorship
Mr. Shekhar Ganapathy	Chairman	Non-Executive Director
Mr. Subramanian Krishnaprakash	Member	Whole-time Director
Mr. Krishnan Sudarshan	Member	Managing Director
Mr. Rajat Kumar Jain	Member	Independent Director

The Company Secretary of our Company shall act as the secretary of the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

**i. Tenure**

The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

**ii. Role of the Stakeholders' Relationship Committee**

The Committee shall consider and resolve grievances of security holders, including but not limited to:

- i. Resolving 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.
- ii. Review of measures taken for effective exercise of voting rights by shareholders.
- iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv. 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.
- v. Review statutory compliances relating to all shareholders.
- vi. Review of movements in shareholding and ownership structure of our Company.
- vii. Recommend measures for improvement of quality of investor services.
- viii. Conduct a Shareholder Satisfaction Survey to assess shareholders' views.
- ix. Suggest and drive implementation of various shareholder-friendly initiatives.
- x. Such other role and responsibilities as stipulated under the Companies Act, 2013 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, to the extent applicable.

**c. Nomination and Remuneration Committee**

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee vide resolution passed by way of circulation by our Board of Directors on August 07, 2024.

The committee presently comprises of the following Directors:

Name of Director	Designation in the Committee	Nature of Directorship
Mr. Arun Dasmahapatra	Chairman	Independent Director
Mr. Shekhar Ganapathy	Member	Director
Mr. Rajat Kumar Jain	Member	Independent Director
Mr. Krishnan Sudarshan	Member	Managing Director

The Company Secretary of our Company shall act as the secretary of the Nomination and Remuneration Committee.

The scope and function of the Committee and its terms of reference shall include the following:

**i. Tenure**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**ii. Role of the Nomination and Remuneration Committee** not limited to but includes:

- i. shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- ii. shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- iii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- iv. Formulation of criteria for evaluation of performance of independent directors and Board of Directors.
- v. Devising a policy on diversity of Board of Directors.
- vi. Deciding 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.
- vii. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- viii. Define and implement the Performance Linked Incentive Scheme (including ESOP of our Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- ix. Decide the amount of Commission payable to the Whole time Director / Managing Directors.
- x. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of our Company, standards prevailing in the industry, statutory guidelines etc.
- xi. To formulate and administer the Chairman and Managing Director Employee Stock Option Scheme.
- xii. recommend to the board, all remuneration, in whatever form, payable to senior management.
- xiii. Such other role and responsibilities as stipulated under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, to the extent applicable.

**d. IPO Committee**

The IPO Committee was constituted by our Board on September 04, 2024.

The committee presently comprises of the following Directors:

Name of Director	Designation in the Committee	Nature of Directorship
Mr. Krishnan Sudarshan	Chairman	Managing Director
Mr. Subramanian Krishnaprakash	Member	Whole-time Director
Mr. Shekhar Ganapathy	Member	Non-executive Director

The Company Secretary of our Company shall act as the secretary to the IPO Committee.

The terms of reference of the IPO Committee include the following:

- i) To make applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Government of India, Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), Registrar of Companies, Maharashtra at Mumbai a (“RoC”) or to any other statutory or governmental authorities in connection with the Offer as may be required 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 DRHP, RHP and the Prospectus;

- ii) To finalise, settle, approve, adopt and file the draft red herring prospectus with the Stock Exchange and SEBI, the red herring prospectus and prospectus with the Stock Exchange and SEBI, Registrar of Companies, Maharashtra at Mumbai (the "RoC"), and other regulatory authorities (including the preliminary and final international wrap, and amending, varying, supplementing or modifying the same, or providing any notices, clarifications, reply to observations, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient), the bid cum application forms, abridged prospectus, confirmation of allocation notes and any other document in relation to the Offer as finalised by the Company, and take all such actions in consultation with the book running lead manager (the "BRLM") as may be necessary for the submission and filing of the documents mentioned above, including incorporating such alterations/corrections/modifications as may be required by the SEBI, respective stock exchange where the Equity Shares are proposed to be listed, the RoC or any other relevant governmental and statutory authorities or otherwise under applicable laws;
- iii) To decide in consultation with the BRLM on the timing, pricing and all the terms and conditions of the Offer, including the price band, Offer price, Offer size, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors and to accept any amendments, modifications, variations or alterations thereto, and/or reservation on a competitive basis, and rounding off, if any, in the event of oversubscription and in accordance with Applicable Laws, and/or any discount to be offered to retail individual bidders participating in the Offer;
- iv) To appoint, instruct and enter into arrangements with the BRLM, and in consultation with BRLM appoint and enter into agreements with intermediaries, co-managers, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, auditors, independent chartered accountants, refund bankers to the Offer, public Offer account bankers to the Offer, sponsor bank, registrar, grading agency, industry expert, legal advisors, advertising agency(ies), monitoring agency and any other agencies or persons or intermediaries to the Offer, including any successors or replacements thereof, and to negotiate and finalise and amend the terms of their appointment, including but not limited to execution of the mandate letters and Offer agreement with the BRLM, and the underwriting agreement with the underwriters, and to terminate agreements or arrangements with such intermediaries;
- v) To authorise the maintenance of a register of holders of the Equity Shares;
- vi) To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the BRLM mandate or fee/ engagement letter, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow agreement, agreements with the registrar of the Offer and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments, legal advisors, auditors, Stock Exchange, BRLM and other agencies/ intermediaries in connection with Offer and any notices, supplements, addenda and corrigenda thereto, as may be required or desirable in relation to the Offer, with the power to authorise one or more officers of the Company to negotiate, execute and deliver any or all of the these documents;
- vii) To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI and operate bank accounts opened separate in terms of the escrow agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- viii) To seek, if required, the consent of the lenders to the Company and/or lenders to the subsidiary (if applicable), industry data provider, parties with whom the Company has entered into various commercial and other agreements, all concerned governmental and regulatory authorities in India or outside India and any other consents and/or waivers that may be required in relation to the Offer;
- ix) To approve any corporate governance requirements, if applicable that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the uniform listing agreement to be entered into by the Company with the stock exchange, and to approve policies to be formulated under the Companies Act, 2013, as amended and the regulations prescribed by SEBI including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, (given the proposed listing of the Company);



- x) To authorise and approve, the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and expenses in connection with the Offer;
- xi) To determine and finalise, in consultation with the BRLM, the bid/offer opening and bid/offer closing dates (including bid/offer opening and bid/offer closing dates for anchor investors), the floor price/price band for the Offer and minimum bid lot for the purpose of bidding, (including anchor investors Offer price), any revision to the price band and the final Offer price after bid/offer closure, total number of Equity Shares to be reserved for allocation to eligible investors, approve the basis of allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLM and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;
- xii) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on stock exchange, with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
- xiii) To authorise and approve notices, advertisements in such newspapers and other media as it may deem fit and proper in relation to the Offer, in consultation with the relevant intermediaries appointed for the Offer in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), Companies Act, 2013;
- xiv) To do all such acts, deeds, matters and things and execute all such other documents, agreements, forms, certificates, undertakings, letters and instruments, as may deem necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
- xv) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited and such other agencies, authorities or bodies as may be required in this connection;
- xvi) To withdraw the draft red herring prospectus, red herring prospectus and the Offer at any stage, if deemed necessary, in accordance with the SEBI ICDR Regulations and Applicable Laws and in consultation with the BRLM;
- xvii) To negotiate, finalise, sign, execute, deliver and complete the Offer agreement, syndicate agreement, share escrow agreement, escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all notices, offer documents (including draft red herring prospectus, red herring prospectus and prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto), in relation to the Offer.
- xviii) To make in-principle and final applications for listing of the Equity Shares in recognised stock exchange in India and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange;
- xix) To authorize and empower any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer and to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment/transfer of the Equity Shares, for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the stock exchange, the registrar agreement and memorandum of understanding, the depositories’ agreements, the Offer agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLM and syndicate members, the share escrow agreement, the escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, registrar to the Offer, bankers to the Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, grading agency and all such persons or agencies as may be involved in or concerned with the Offer, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the BRLM and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of

the foregoing resolutions for the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

- xx) To determine the utilization of proceeds of the fresh Issue and accept and appropriate proceeds of the fresh Issue in accordance with the Applicable Laws;
- xxi) To determine the price at which the Equity Shares are offered, allocated, and/or allotted to investors in the Offer in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, and determine the discount, if any, proposed to be offered to eligible categories of investors;
- xxii) To settle all questions, difficulties or doubts that may arise in regard to 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 to the officials of the Company;
- xxiii) all actions as may be necessary in connection with the Offer, including extending the Bid/Offer period, revision of the Price Band, in accordance with the Applicable Laws;

**e. Internal Complaints Committee**

The Internal Complaints Committee was re-constituted by our Board on July 09, 2024.

The committee presently comprises of the following Members:

<b>Name of Members</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Ms. Smita Shivdhari Singh	Presiding Officer	Nil
Mr. Krishnan Sudarshan	Member	Managing Director
Ms. Pamela Lobo	Member	Nil
Mrs. Sonali Pawaskar	External Member	Nil

The Company Secretary of our Company shall act as the secretary to the Internal Complaints Committee.

**Role & Duties of the Internal Complaints Committee**

The role and duties of the committee will be following:

- i. Redressal of complaints filed with fairness and without bias,
- ii. Redressal of complaints filed within the time period of 90 days
- iii. Awareness workshops/activities to educate all employees of the Company about: Sexual harassment at workplace, its effects and laws against it, Filing a complaint with the ICC.
- iv. Drafting and reviewing of Sexual Harassment Policy

**Policy on disclosures and internal procedure for prevention of insider trading**

The provisions of Regulation 9 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Designated Stock Exchange. We shall comply with the requirements of the Insider Trading Regulations on listing of Equity Shares on Designated Stock Exchange. Further, our Board at their meeting held on August 21, 2024 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

Ms. Smita Shivdhari Singh, Company Secretary and Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

**Key Managerial Personnel and Senior Management**

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Given below are the details of the Key Managerial Personnel and Senior Management of our Company as prescribed under the Companies Act,2013. For details of our Managing Director and Whole Time Directors, please refer to the section titled ‘Our Management’ beginning on page 169 of this Draft Red Herring Prospectus.

## **Key Managerial Personnel:**

### **Mr. Krishnan Sudarshan, Chairman and Managing Director**

Mr. Krishnan Sudarshan, a Chairman and Managing Director of our Company. For details, see '*Brief Biographies of Directors*' beginning on page 172 of this Draft Red Herring Prospectus. For details of compensation paid to him during Financial Year 2024, see '*Terms of appointment of Directors*' beginning on page 174 of this Draft Red Herring Prospectus.

### **Mr. Subramanian Krishnaprakash, Whole-time Director**

Mr. Subramanian Krishnaprakash, a Whole-time Director of our Company. For details, see '*Brief Biographies of Directors*' beginning on page 172 of this Draft Red Herring Prospectus. For details of compensation paid to him during Financial Year 2024, see '*Terms of appointment of Directors*' beginning on page 174 of this Draft Red Herring Prospectus.

### **Mr. Manishkumar Anjanikumar Dhanuka, Group Chief Financial Officer (Group CFO)**

Mr. Manishkumar Anjanikumar Dhanuka, aged 44 years, is the Group Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from the University of Mumbai and he is a member of the Institute of Chartered Accountants of India. He has cleared all academic levels of examinations conducted by the CFA Institute, United States of America. He joined our Company with effect from August 21, 2024. He has over 17 years of experience in the field of accounts, finance and operational management. Prior to joining our Company, he was associated with Nuvama Wealth Management Limited, ECL Finance Limited, Reliance Securities Limited, Edelweiss Commodities Services Limited and Lovelock & Lewes. He is responsible for the accounts and finance functions of our Company and Subsidiaries.

### **Ms. Smita Shivdhari Singh, Company Secretary and Compliance Officer**

Ms. Smita Shivdhari Singh, aged 33 years, is the Company Secretary and Compliance Officer of our Company. She holds bachelor's and master's degree in commerce from the University of Mumbai and is also a law graduate from the University of Mumbai. She is a qualified Company Secretary and an Associate Member of the Institute of Company Secretaries of India holding membership number – 62883. She has been appointed as Company Secretary and Compliance Officer in our Company with effect from July 09, 2024. She is having over 3 years of work experience in handling secretarial and legal matters. Prior to joining our Company, she was associated with Sadhana Nitro Chem Limited. She is responsible for the legal, secretarial and compliance functions of our Company and Subsidiaries.

## **SENIOR MANAGEMENT PERSONNEL:**

Mr. Gopinadhan K G, aged 40 years, is working as a Partner at EMA Executive Search, a wholly owned subsidiary of our Company. He was appointed in EMA Executive Search on July 01, 2017, prior to that he was associated with our Company. He holds a bachelor's degree in technology (Mechanical Engineering) from University of Kerala and a post graduate diploma in management with specialisation in human resource management from Institute for Technology and Management, ITM Global Leadership Centre. He has previously worked with Prompt as a Consultant and I-flex Solutions Limited as Associate Consultant. He is having over 16 years of experience including 13 years of experience in handling executive search and succession planning assignments across various industries. He leads the senior-level hiring across Asia and manages the Singapore office of EPSPL.

Mr. A Ramachandran, aged 50 years, is the Chief Executive Officer of Reccloud, a step-down subsidiary of our Company. He was appointed in Reccloud on April 01, 2024, prior to that he was associated with EMA Executive Search and was also, associated with our Company up to June 30, 2016. He holds a bachelor's degree in science (Physics) from Madras Christian College and has completed one year post graduate diploma in business management from Institute of Management Technology Centre for Distance Learning, Ghaziabad. He has previously worked with Hughes Ispat Limited as a Sale Executive- Trainee, RPG Paging Services Limited as a Sales Officer- II, Electronics Control as a Sales Executive and Reliance Infocomm Limited as SME Sales. He is having over 16 years of experience in handling executive search with global recruiting expertise.

Mrs. Reet Manish Bhambhani, aged 42 years is the Managing Partner and Chief Operating Officer at EMA Executive Search, a wholly owned subsidiary of our Company. She was appointed in EMA Executive Search on July 01, 2017, prior to that she was associated with our company. She has completed her post graduate diploma in business management from Institute for Technology & Management, Navi Mumbai. She has previously worked with India Infoline Limited as a HR Generalist. She is having over 18 years of experience in executive search and is currently leading the Technology, Digital, Banking & Financial Services Practice of EMA Executive Search.

Mr. Sanjeev Das, aged 48 years, is working as a Partner at EMA Executive Search, a wholly owned subsidiary of our Company. He joined EMA Executive Search on June 05, 2017. He holds a bachelor's degree in commerce from University of Mumbai and a master's degree of marketing management from University of Mumbai. He has previously worked with Hughes Ispat Ltd Bharti Telesonic Limited, MCI Worldcom India Private Limited, Reliance Communications Limited, Tata Teleservices Ltd. He is having over 13 years of experience including over 7 years of experience in handling executive search and succession planning assignments across various industries.

Mr. Amarjeet Dutta, aged 40 years, is working as a Managing Partner at EMA Executive Search (Dubai), a step-down subsidiary of our Company. He was appointed in EMA Executive Search (Dubai) on January 01, 2018, prior to that he was associated with EMA Executive Search and was also, associated with our Company up to June 30, 2016. He holds a bachelor's degree in engineering (Electronics and Telecommunications) from University of Pune. He has previously worked with Reliance Communications and Tata Teleservices Limited. He is having over 11 years of experience in Business Development & handling Executive Search assignment across various industries.

### **Status of Key Managerial Personnel and Senior Management Personnel**

All our Key Managerial Personnel are permanent employees of our Company and all Senior Management Personnel are permanent employees of subsidiaries, as mentioned in table below:

<b>Sr. No.</b>	<b>Name of Key Management Personnel /Senior Management Personnel</b>	<b>Designation</b>	<b>Name of the company where he/she is permanently employed</b>
<b>Key Managerial Personnel</b>			
1.	Mr. Krishnan Sudarshan	Chairman and MD	EMA Partners India Limited
2.	Mr. Subramanian Krishnaprakash	Whole time Director	EMA Partners India Limited
3.	Mr. Manishkumar Anjanikumar Dhanuka	Group Chief Financial Officer	EMA Partners India Limited
4.	Ms. Smita Shivdhari Singh	Company Secretary and Compliance Officer	EMA Partners India Limited
<b>Senior Management Personnel</b>			
5.	Mr. Gopinadhan K G	Partner	EMA Partners Executive Search Private Limited
6.	Mr. A Ramachandran	Chief Executive Officer	Recloud Technologies Private Limited
7.	Mrs. Reet Manish Bhambhani	Managing Partner and Chief Operating Officer	EMA Partners Executive Search Private Limited
8.	Mr. Sanjeev Das	Partner	EMA Partners Executive Search Private Limited
9.	Mr. Amarjeet Dutta	Managing Partner	EMA Partners Executive Search Limited (Dubai)

### **Relationship between Key Managerial Personnel and Senior Management Personnel**

None of the above-mentioned Key Managerial Personnel and Senior Management Personnel are related to each other within the meaning of Section 2(77) of the Companies Act, 2013 and neither are they related to our Directors.

### **Relationship of our Directors/ and Promoters with Key Managerial Personnel or Senior Management Personnel**

None of our Key Managerial Personnel or Senior Management Personnel of our Company are related to our Directors/ and Promoters within the meaning of Section 2 (77) of the Companies Act, 2013.

### **Shareholding of the Key Managerial Personnel and Senior Management Personnel**

Except as disclosed below, none of our Key Managerial Personnel and Senior Management hold any Equity Shares of our Company as on date of this Draft Red Herring Prospectus. Further, some of our Key Managerial Personnel and Senior Management have been provided employee stock options under the EMA ESOS 2024. For details of our employee stock options, please refer to the section titled '*Capital Structure*' beginning on page 81 of this Draft Red Herring Prospectus

Sr. No.	Name of Key Managerial Personnel and Senior Management Personnel	Designation	No. of Equity Shares	Number of employee stock options outstanding
1.	Krishnan Sudarshan	Chairman & MD	1,30,84,698	Nil
2.	Subramanian Krishnaprakash	Whole Time Director	20,24,070	Nil
3.	Manishkumar Anjanikumar Dhanuka	Group CFO	Nil	60,000
4.	A Ramachandran	CEO of Reccloud	22,322	2,50,000
5.	Reet Manish Bhambhani	Managing Partner and Chief Operating Officer at EMA Executive Search	22,322	2,50,000
6.	Amarjeet Dutta	Managing Partner at EMA Executive Search (Dubai)	22,322	2,00,000
7.	Sanjeev Das	Partner at EMA Executive Search	22,322	1,00,000
8.	Gopinadhan K G	Partner at EMA Executive Search	8,929	1,00,000
<b>Total</b>			<b>1,67,94,875</b>	<b>9,00,000</b>

### Remuneration/ compensation paid to our Key Managerial Personnel and Senior Management Personnel

As on the date of this Draft Red Herring Prospectus, except as mentioned below, our Company and subsidiaries have not paid any remuneration / compensation to the Key Managerial Personnel's and Senior Management Personnel during the last Financial Year for year ended March 31, 2024.

Sr. No.	Name of Key Management Personnel /Senior Management Personnel	Remuneration paid
<b>Key Managerial Personnel</b>		
1.	Mr. Krishnan Sudarshan	₹ 177.64 Lakhs <sup>(1)</sup>
2.	Mr. Subramanian Krishnaprakash	₹ 24 Lakhs
3.	Mr. Ravi Swamy*	₹ 41.30 Lakhs
4.	Mr. Manishkumar Anjanikumar Dhanuka	Nil <sup>(2)</sup>
5.	Ms. Smita Shivdhari Singh	Nil <sup>(3)</sup>
<b>Total remuneration paid</b>		<b>₹ 242.94 Lakhs</b>
<b>Senior Management Personnel</b>		
1.	Mr. Gopinadhan K G	₹ 190.70 Lakhs <sup>(4)</sup>
2.	Mr. A Ramachandran	₹ 222.22 Lakhs <sup>(4)(6)</sup>
3.	Mrs. Reet Manish Bhambhani	₹ 258.20 Lakhs <sup>(4)</sup>
4.	Mr. Sanjeev Das	₹ 182.33 Lakhs <sup>(4)</sup>
<b>Total remuneration paid</b>		<b>₹ 853.45 Lakhs</b>
5.	Mr. Amarjeet Dutta	AED 18,55,600 <sup>(5)</sup>
<b>Total remuneration paid</b>		<b>AED 18,55,600</b>

\* Resigned as Executive Director of our Company with effect from August 28, 2024.

#### Notes:

- (1) Includes remuneration of ₹ 60 Lakhs paid by our wholly owned subsidiary, EMA Executive Search.
- (2) As Mr. Manishkumar Anjanikumar Dhanuka was appointed as the Group Chief Financial Officer of our Company with effect from August 21, 2024, no remuneration was paid to him during the Financial Year ended March 31, 2024.
- (3) As Ms. Smita Shivdhari Singh was appointed as the Company Secretary and Compliance Officer of our Company with effect from July 09, 2024, no remuneration was paid to her during the Financial Year ended March 31, 2024.
- (4) The remuneration was paid by our wholly owned subsidiary, EMA Executive Search.
- (5) The remuneration was paid by our step-down subsidiary, EMA Executive Search (Dubai).
- (6) Includes remuneration of ₹ 12 Lakhs paid by our wholly owned subsidiary, James Douglas Professional Search Private Limited.

### **Bonus or profit-sharing plan for our Key Managerial Personnel and Senior Management Personnel**

Except to the performance linked incentive which is a part of the remuneration of Key Managerial Personnel and Senior Management Personnel, our Company does not have any bonus or profit-sharing plan with our Key Managerial Personnel or Senior Management Personnel.

### **Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management Personnel**

As on the date of this Draft Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management Personnel has received or is entitled to any contingent or deferred compensation.

### **Loans given/ availed by Key Managerial Personnel and Senior Management Personnel**

As on the date of this Draft Red Herring Prospectus, there is no loan outstanding against Key Managerial Personnel and Senior Management Personnel.

### **Service contracts with Key Managerial Personnel and Senior Management Personnel**

Our Key Managerial Personnel and Senior Management are governed by the terms of their respective appointment letters / resolutions of our Board on their terms of appointment and we have not entered into any other service contracts with our Company. Further, no Key Managerial Personnel and Senior Management of our Company is entitled to any benefit upon termination of employment, other than statutory benefits.

### **Interest of Key Managerial Personnel and Senior Management Personnel**

Our Key Managerial Personnel and Senior Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Our Key Managerial Personnel and Senior Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held in our Company, if any. Further, some of our Key Managerial Personnel and Senior Management Personnel have been provided employee stock options under the EMA ESOS 2024. For details of our employee stock options, please refer to the section titled '*Capital Structure*' beginning on page 81 of this Draft Red Herring Prospectus.

Except as disclosed in this Draft Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management Personnel have been paid any consideration of any nature from our Company or our subsidiaries, other than their remuneration.

Except as stated in the section titled '*Related Party Transactions*' and the section titled '*Financial Information*' beginning on pages 198 and 200 of this Draft Red Herring Prospectus and described herein above, Our Key Managerial Personnel and Senior Management Personnel do not have any other interest in the business of our Company.

### **Changes in Key Managerial Personnel and Senior Management in the last 3 years**

Other than as mentioned below, there has been no change to our Key Managerial Personnel and Senior Management Personnel since the incorporation of our Company.

Set forth below are the changes in our Key Managerial Personnel and Senior Management Personnel in the last 3 (three) years immediately preceding the date of this Draft Red Herring Prospectus:

<b>Name</b>	<b>Date of Appointment/ Change/ Cessation w.e.f.</b>	<b>Reason</b>
<b>Key Managerial Personnel</b>		
Mr. Ravi Swamy	June 12, 2023	Appointment as Executive Director
Mr. Krishnan Sudarshan	April 01, 2024	Re-appointment as Managing Director
Mr. Subramanian Krishnaprakash	July 09, 2024	Change in Designation from Director to Whole-time Director
Mr. Ravi Swamy	July 09, 2024	Appointment as Chief Financial Officer

Ms. Smita Shivdhari Singh	July 09, 2024	Appointment as Company Secretary and Compliance Officer
Mr. Ravi Swamy	August 21, 2024	Resignation as Chief Financial Officer
Mr. Manishkumar Anjanikumar Dhanuka	August 21, 2024	Appointment as Group Chief Financial Officer
Mr. Ravi Swamy	August 28, 2024	Resigned as Executive Director
<b>Senior Management Personnel</b>		
Mr. A Ramachandran	April 01, 2024	Appointment as Chief Executive Officer of Reccloud
Mr. Amarjeet Dutta	April 01, 2024	Appointment as Managing Partner of EMA Executive Search (Dubai)
Mr. Gopinadhan K G	April 01, 2024	Appointment as Partner of EMA Executive Search
Mrs. Reet Manish Bhambhani	April 01, 2024	Appointment as Managing Partner and Chief Operating Officer of EMA Executive Search
Mr. Sanjeev Das	April 01, 2024	Appointment as Partner of EMA Executive Search

### **Payment of benefit to officers of our Company**

Except as stated in this Draft Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in preceding 2 years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the section titled '*Financial Information*' beginning on page 200 of this Draft Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors, our Key Managerial Personnel and Senior Management personnel or our Promoters.

### **Arrangements and understanding with major shareholders, customers, suppliers or others**

None of our Key Managerial Personnel or members of senior management have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, please refer to section titled '*History and Certain Other Corporate Matters*' beginning on page 155 of this Draft Red Herring Prospectus.

### **Employees Stock Option Scheme for employees**

Our Company pursuant to the resolutions passed by our Board on August 21, 2024 and shareholders on August 23, 2024, adopted the EMA ESOS 2024 and approved to issue and grant an aggregate number of up to 15,00,000 employee stock options under the EMA ESOS 2024 i.e. 8.37% of the existing paid-up Equity Share capital of our Company, which is in accordance with the SEBI SBEBSE Regulations.

For details of our employee stock options, please refer to the section titled '*Capital Structure*' beginning on page 81 of this Draft Red Herring Prospectus.

## OUR PROMOTERS AND PROMOTER GROUP



### A. OUR PROMOTERS:

The Promoters of our Company are:

1. Mr. Krishnan Sudarshan,
2. Mr. Subramanian Krishnaprakash,

As on the date of this Draft Red Herring Prospectus, our Promoters, together hold 1,51,08,768 Equity Shares, representing 84.35 % of the issued, subscribed and paid-up equity share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please refer to the section titled '*Capital Structure*' beginning on page 81 of this Draft Red Herring Prospectus.

#### Brief Profile of Our Promoters

<b>1. Mr. Krishnan Sudarshan</b>	
	<p><b>Mr. Krishnan Sudarshan</b>, aged 54 years, is one of the Promoter of our Company and is also the Chairman and Managing Director of our Company. He has been associated with our Company as a Director since Incorporation of the Company.</p>
	<b>Age:</b> 54 years
	<b>Date of Birth:</b> May 07, 1970.
	<b>Personal Address:</b> 1102, Sabari Ashville, Plot no. P-1 CTS No. 452A, N.M. Patil Marg, Near Tina Bliss Building, Ghatla Village, Chembur, Mumbai – 400071, Maharashtra, India
	<b>PAN:</b> APEPS6296M
	<b>Driving License:</b> MH03 20140002140
	<b>Nationality:</b> Indian
	<b>Passport No:</b> Z4947415
	For the complete profile of Mr. Krishnan Sudarshan, along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships, special achievements, his business and financial activities, see section titled ' <i>Our Management</i> ' on page 169.
<b>2. Mr. Subramanian Krishnaprakash</b>	
	<p><b>Mr. Subramanian Krishnaprakash</b>, aged 59 years, is one of the Promoter of our Company and is also a Whole-Time Director of our Board. He has been associated with our Company as a Director since Incorporation of the Company.</p>
	<b>Age:</b> 59 years
	<b>Date of Birth:</b> January 15, 1965.
	<b>Personal Address:</b> 5/23, 29 <sup>th</sup> Cross Street, Indra Nagar, Adyar, Chennai - 600020, Tamil Nadu.
	<b>PAN:</b> AAYPK6387J
	<b>Driving License:</b> TN0919871004885
	<b>Nationality:</b> Indian
	<b>Passport No:</b> Z6161579
	For the complete profile of Mr. Subramanian Krishnaprakash, along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships, special achievements, his business and financial activities, see section titled ' <i>Our Management</i> ' on page 169.



## **Confirmations/ Declarations:**

We declare and confirm that the details of PAN, passport, driving license, Aadhaar card and bank account number of our Promoters will be submitted to the NSE Emerge where the Equity Shares are proposed to be listed at the time of filing this Draft Red Herring Prospectus.

Our Company does not have any corporate promoters as on the date of this Draft Red Herring Prospectus.

## **Interests of Promoters**

### **Interest in promotion of our Company**

Our Promoters are interested in our Company to the extent that they have promoted our Company, to the extent of their respective equity shareholding and the shareholding for which they are entitled to receive the declared dividend of their relatives and directorship in our Company and subsidiaries, , and other distribution in respect of the Equity Shares held by them or their relatives that may be made by our Company in the future, to the extent that our Company have undertaken transactions or business arrangements with our Promoters, or their relatives or entities in which our Promoters hold shares or entities in which our Promoters are members of the board of directors or firms in which relatives of our Promoters hold interest; or to the extent that their relatives are employees of our Company and are paid remuneration by our Company and to the extent reimbursement of expenses payable by our Company. For details pertaining to our Promoters' shareholding, please refer the sections titled '*Capital Structure*' and '*Our Management*' on pages 81 and 169, respectively of this Draft Red Herring Prospectus.

### **Interest in business**

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to any firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a director, promoters or otherwise for services rendered by such Promoters or by such firm or company, in connection with the promotion or formation of our Company.

For details of related party transactions entered into by our Company with our Promoters during the financial year immediately preceding the date of this Draft Red Herring Prospectus, please see section titled "*Other Financial Information —Related Party Transactions*" on page 198.

### **Interest in the property, land, construction of building, supply of machinery, etc.**

Except as mentioned in the section titled '*Our Business*' and '*Our Management-Interest of our Directors*', our Promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of 3 years before the date of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Our Promoters are not interested in any other entity which holds any intellectual property rights that are used by our Company.

## **MATERIAL GUARANTEES GIVEN TO THIRD PARTIES**

As on the date of this Draft Red Herring Prospectus, none of our Promoters have given material guarantees to the third party(ies) with respect to the Equity Shares of our Company.

### **Payment or Benefits to Promoters or Promoter Group in the Last 2 Years**

Except as stated in the sections titled '*Our Management*' and in '*Related Party Transactions*' forming part of "*Financial Information of the Company*" beginning on pages 169 and 198, respectively, there has been no amounts paid or benefits granted by our Company to our Promoters or any of the members of the Promoter Group in the preceding 2 years nor there are any intention to pay any amount or provide any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

### **Litigation Involving Our Promoters**

For details relating to legal and regulatory proceedings involving the Promoters, please refer to the section titled '*Outstanding Litigations and Material Developments*' beginning on page 263 of this Draft Red Herring Prospectus.

## Change in the Management or Control of our Company

There has not been any change in management or control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus. However, pursuant to a resolution dated July 09, 2024 and July 10, 2024 passed by the Board of Directors and Shareholders of the Company, respectively, Mr. Subramanian Krishnaprakash has been identified as one of the Promoter of our Company.

### Other ventures of our Promoters

Except as disclosed above and in “*Our Management*” beginning on page 169, our Promoters are not involved in any other venture.

#### A. Our Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations are set out below:

##### (a) Natural persons who are part of the Promoter Group

Name of the Promoter	Name of the relative	Relationship with the Promoter
Mr. Krishnan Sudarshan	Sangeetha Sudarshan	Spouse
	Radha S. Krishnan	Mother
	Krishnan Subbaraman	Brother
	Ashwin Sudarshan	Son
	Aditi Sudarshan	Daughter
	R Girija	Spouse's Mother
	Kalpathy Gangadhara Iyer Subramaniaiyer	Spouse's Father
	Smitha K S	Spouse's Sister
Mr. Subramanian Krishnaprakash	Priya Krishnaprakash	Spouse
	Sita Mani V. S.	Mother
	Subramanian Sriram	Brother
	Rohit Krishna	Son
	S. Viswanathan	Spouse's Father
	Kaveri Viswanathan	Spouse's Mother
	Asha Ramaswamy	Spouse's Sister
	Vijay Viswanathan	Spouse's Brother

##### (b) Bodies corporates / Entities forming part of the Promoter Group

Sr. No.	Nature of Relationship	Name of the Promoter Entities/Company
1.	Any body corporate in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member	Selectema Consulting India Private Limited
2.	Any company in which a company mentioned in (1) above, holds 20% or more, of the equity share capital	Nil
3.	Any HUF or trust or firm in which the aggregate share of the Promoter and his immediate relatives is equal to or more than 20% of the total	Nil
4.	Any Proprietorship in which the Promoter and their relatives is proprietor	i. Sri Vishnu Sales Corporation (Proprietorship concern of S Viswanathan)

		ii. Sri Vishnu Sales Corporation – EKM (Proprietorship concern of Asha Ramaswamy)
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### Relationship of our Promoters with our Directors

None of our Promoters are related to any of our Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

### COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST 3 YEARS

Except as stated below, our Promoters have not disassociated themselves from any companies or firms during the preceding 3 years from the date of filing of this Draft Red Herring Prospectus.

Mr. Krishnan Sudarshan tendered resignation from our subsidiaries viz. EMA Partners Executive Search Private Limited, EMA Decision Dynamics Private Limited, Emagine People Technologies Private Limited, James Douglas Professional Search India Private Limited and Recloud Technologies Private Limited with effect July 15, 2024 due to personal and unavoidable circumstances. Further, Mr. Krishnan Sudarshan has resigned from Genesis Colors Limited and Reliance Brands Luxury Private Limited with effect from August 01, 2024 due to pre occupation.

### Common Pursuits/Conflict of Interest

Other than as disclosed in the section titled '*Our Group Companies*' beginning on page 196 of this Draft Red Herring Prospectus, our Promoters do not have any interests in any venture that is involved in any activities similar to those conducted by our Company.

Further, currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

### Confirmations

Our Promoters, members of our Promoter Group, Promoter Group entities/ companies confirm that:

- They have not been debarred or prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed for any reasons by the SEBI or any other authority or governmental authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad;
- They have not been declared as a Fugitive Economic Offender under Section 12 of Fugitive Economic Offenders Act, 2018;
- They are not a promoters, directors or person in control of any other company which is debarred or prohibited from accessing or operating in the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority;
- They have not been identified as a wilful defaulter by RBI or any other Government authority; and
- There are no violations of securities laws committed by them in the past or any such proceedings are pending against them.
- Except as disclosed in section titled '*Outstanding Litigations and Material Developments*' beginning on page 263 of this Draft Red Herring Prospectus, there is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 years preceding the date of the Offer against our Promoters.
- Except as disclosed in section titled '*Financial Information*' beginning on page 200 of this Draft Red Herring Prospectus, we are not related to any of the sundry debtors or are not beneficiary of Loans and Advances given by/to our Company.
- Our Promoters are not engaged in other ventures which are same line of activity or business as that of our Company.

## OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term “group companies”, includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, for (i) above, all such companies (other than our Promoters and Subsidiaries) with which our Company had related party transactions as covered under the relevant accounting standard (i.e., Ind GAAP), as per the Restated Consolidated Financial Information, have been considered as Group Companies in terms of the SEBI ICDR Regulations.

Additionally, pursuant to the Materiality Policy, for the purposes of (ii) above, a company (other than our Promoters, Subsidiaries and companies categorized under (i) above) have been considered material and shall be disclosed as a group company in this Draft Red Herring Prospectus if: (i) such company forming part of the Promoter Group of our Company in terms of Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations ; and (ii) the companies (other than our Promoter) with which the Company has entered into transactions during the most recent completed financial year for which financial information is to be included in this Draft Red Herring Prospectus, and which individually or in the aggregate in value, exceeds 10% of the total restated consolidated revenue of the Company shall be considered as group companies.

### Details of our Group Company

#### Selectema Consulting India Private Limited

Selectema Consulting India Private Limited was incorporated on August 31, 2004 under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Mumbai.

**CIN:** U74140MH2004PTC148300

**PAN:** AABCE5157C

#### *Registered Office*

The registered office of Selectema Consulting India Private Limited is located at 204, The Summit Business Bay, Western Express Highway, Vile – Parle East, Mumbai – 400057, Maharashtra, India.

#### *Financial Performance*

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the limited review of latest financial statements available of Selectema Consulting India Private Limited for the Fiscals 2024, 2023 and 2022 are available on [www.emapartners.in](http://www.emapartners.in)

#### *Litigation which has a material impact on our Company*

There are no pending litigations involving our Group Company which will have a material impact on our Company.

#### *Nature and extent of interest of Group Company*

##### **a. Interest in the promotion of our Company**

Our Group Company has no interest in the promotion of our Company.

##### **b. Interest in the property acquired or proposed to be acquired by the Company**

Our Group Company has no interest in the properties acquired by our Company in the three preceding years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company.

**c. Interest in transactions for acquisition of land, construction of building, or supply of machinery**

Our Group Company has no interest in any transactions for acquisition of land, construction of building or supply of machinery, etc.

***Common pursuits among our Group Companies and our Company or our Subsidiaries***

Our Group Company is not in the same line of business as that of our Company or Subsidiaries and accordingly, there are no common pursuits amongst our Group Company and our Company or our Subsidiaries.

***Related Business Transactions within the group and significance on the financial performance of our Company***

Other than the transactions disclosed in the sections titled “*Financial Information*” and “*Related Party Transaction*” on pages 200 and 198, respectively, there are no other business transactions between our Company and Group Company which are significant to the financial performance of our Company.

***Business interests or other interests***

Except as disclosed in section titled “*Related Party Transactions*” on page 198, our Group Company does not have any business interest in our Company.

***Other Confirmations***

Our Group Company does not have any securities listed on a stock exchange. Further, our Group Company has not made any public or rights issue of securities in the three years preceding the date of this Draft Red Herring Prospectus.

## **RELATED PARTY TRANSACTIONS**

For details on related party transactions of our Company, please refer “*Note 32- In terms of Accounting Standard 18, the disclosure of transactions with the related parties as defined in the Accounting Standard*” under section titled “*Restated Consolidated Financial Information*” beginning on Page 200 of this Draft Red Herring Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, 2013 a company can pay dividend upon recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The AoA of our Company provides our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by our Board of Directors.

The AoA of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous Financial Year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the "record date" are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors. Our Company has not declared and/or paid any dividend on Equity Shares since its incorporation.

**SECTION IX: FINANCIAL INFORMATION**

**RESTATED CONSOLIDATED FINANCIAL INFORMATION**

The separate audited financial statements for the past financial years immediately preceding the date of the Draft Red Herring Prospectus of our Company have been made available on the website of the Company at [www.emapartners.in](http://www.emapartners.in)



**Independent Auditor's Examination Report on the  
Restated Consolidated Financial Information**

To,  
The Board of Directors  
**EMA Partners India Limited**  
(formerly known as EMA Partners India Private Limited)  
204, The Summit Business Bay, Western Express  
Highway, Mumbai City, Vile Parle East,  
Mumbai – 400057, Maharashtra, India

**Independent Auditor's Examination Report on the Restated Consolidated Financial Information  
prepared in connection with the proposed issue of equity shares of ₹5 each pursuant to the initial  
public offering by EMA Partners India Limited**

Dear Sirs,

- 1) We have examined the attached Restated Consolidated Financial Information of **EMA Partners India Limited** (Formerly known as **EMA Partners India Private Limited**) (the "**Company**") and its subsidiaries (together referred as "**Group**") which comprises of the Restated consolidated Statement of Assets and Liabilities as at March 31 2024, 2023 and 2022, the Restated Consolidated Statements of Profit and Loss and the Restated Consolidated Cash Flow Statement for the years ended March 31 2024, 2023 and 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively referred to as, the "**Restated Consolidated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on September 05, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**") prepared by the Company in connection with its proposed Initial Public Offering ("**IPO**") of equity shares on the NSE SME platform of National Stock Exchange of India Limited ("**NSE**").

The Restated Consolidated Financial Statement have been 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 (the "**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 NSE and Registrar of Companies, Mumbai 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 3 to the Restated Consolidated Financial



Information. The responsibilities of 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 September 04, 2024 in connection with the proposed IPO of equity shares of the Company on NSE;
  - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
  - d) 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 the Audited Consolidated Financial Statements of the Group for the years ended on March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Accounting Standards as prescribed under section 133 of the Act and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on July 09, 2024, September 29, 2023 and September 29, 2022 respectively.
- 5) Audited Consolidated Financial Statements of the Group as referred to in paragraph 4 above, have been audited by us on which we issued unmodified opinion read with the emphasis of matters stated therein; vide our reports dated July 09, 2024, September 29, 2023 and September 29, 2022 respectively. Further, there were no qualifications in the Audit Reports issued by us as at and for the years ended on March 31, 2024, 2023 and 2022, which would require adjustments in this restated consolidated financial information of the Company.
- 6) As indicated in our audit reports on Consolidated Financial Statements of the Group for the years ended March 31, 2024, 2023 and 2022 referred above,
  - a) We did not audit the financial statements of foreign subsidiaries in UAE, Dubai for the years ended March 31, 2024, 2023 and 2022 and Singapore subsidiary for the years ended March 31, 2024 and 2023 included in the Consolidated Financial Statements. These Financial statements and other information have been prepared in accordance with the accounting principles generally accepted in their respective countries which have been audited by other auditors which has been converted from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India by the Management. We have reviewed these conversion adjustments wherever made by the Management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of the other auditors and the conversion adjustments prepared by the management.
  - b) We did not audit the financial statements of foreign subsidiary in Singapore for the year



ended March 31, 2022 included in the Consolidated Financial Statements. These Financial statements and other information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statement, in so far as it relates to the amount or disclosure included in respect of said subsidiary for the year ended March 31, 2022 is based solely on such unaudited financial statements.

- c) Details of Total Assets, Total Revenue and Net cash inflow/(outflow) of these foreign subsidiaries based on the report of other auditors/ Management\* are given below:

Particulars - Dubai	FY 2023-24	FY 2022-23	FY 2021-22
Total Assets	₹ 1,243.13 lakhs AED 54.73 lakhs	₹ 555.25 lakhs AED 24.82 lakhs	₹ 605.82 lakhs AED 29.36 lakhs
Total Profit/ (Loss)	₹ 666.17 lakhs AED 29.54 lakhs	(₹ 52.08 lakhs) (AED 2.37 lakhs)	₹ 381.57 lakhs AED 18.84 lakhs
Net Cash flows	₹ 618.62 lakhs AED 27.24 lakhs	₹ 270.68 lakhs AED 12.10 lakhs	₹ 565.11 lakhs AED 27.38 lakhs

Particulars - Singapore	FY 2023-24	FY 2022-23	FY 2021-22 (unaudited)*
Total Assets	₹387.63 lakhs SG\$ 6.28 lakhs	₹ 131.27 lakhs SG\$ 2.12 lakhs	₹ 144.04 lakhs SG\$ 2.57 lakhs
Total Profit/ (Loss)	₹ 256.04 lakhs SG\$ 4.16 lakhs	(₹ 22.38 lakhs) (SG\$ 0.38 lakhs)	(₹ 32.77 lakhs) (SG\$ 0.59 lakhs)
Net Cash flows	₹ 321.38 lakhs SG\$ 5.21 lakhs	₹ 77.93 lakhs SG\$ 1.26 lakhs	₹ 116.09 lakhs SG\$ 2.07 lakhs

- 7) Based on our examination and according to the information and explanations given to us and also based on reliance placed on the audit reports submitted by other auditors on their audits, wherever carried out, of financial statements of foreign subsidiaries for the respective years mentioned in paragraph 6 above, we report that:
- there are no changes in accounting policies in FY 2023-24, FY 2022-23 and FY 2021-22 that will require adjustment to financial statements of other reporting period.
  - The Restated Consolidated Financial Information do not require any adjustments for the matter(s) giving rise to modifications mentioned in paragraph 5 above.
  - The Restated Consolidated Financial Information have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
  - The Restated Consolidated Financial Information have been made after incorporating adjustments, if any, for material errors and regrouping/ reclassifications in the respective financial years to which they relate and there are no qualifications which require adjustments;
  - There was no change in accounting policies, which needed to be adjusted in the Restated Consolidated Financial Information. Classification of certain disclosure line items have been changed in other reporting periods to bring them in line with classification made as per audited financials statements of year ended March 31, 2024. These, however, have no impact on the overall net profit / loss of the Company for the respective years.



- 8) We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company in the meeting held on September 05, 2024 and annexed to this report relating to the Company as at and for the years ended on March 31, 2024, 2023 and 2022 proposed to be included in the DRHP.

Sr No.	Particulars
1	Restated Consolidated Financial Statement of Assets & Liabilities
2	Restated Consolidated Financial Statement of Profit & Loss
3	Restated Consolidated Financial Statement of Cash Flow
4	Significant Accounting Policy and Notes to the Restated Consolidated Financial Information
5	Adjustments made in Restated Consolidated Financial Statements / Regrouping Notes
6	Restated Consolidated Statement of Share Capital
7	Restated Consolidated Statement of Reserves & Surplus
8	Restated Consolidated Statement of Long-Term Borrowings
9	Restated Consolidated Statement of Long-Term Provisions
10	Restated Consolidated Statement of Short-Term Borrowings
11	Restated Consolidated Statement of Trade Payable
12	Restated Consolidated Statement of Other Current Liabilities
13	Restated Consolidated Statement of Short-Term Provisions
14	Restated Consolidated Statement of Property, Plant & Equipment and Depreciation
15	Restated Consolidated Statement of Non-Current Investments
16	Restated Consolidated Statement of Deferred Tax Assets (Net)
17	Restated Consolidated Statement of Long-Term Loans and Advances
18	Restated Consolidated Statement of Other Non-Current Assets
19	Restated Consolidated Statement of Current Investment
20	Restated Consolidated Statement of Trade Receivables
21	Restated Consolidated Statement of Cash & Cash Equivalents
22	Restated Consolidated Statement of Short-Term Loans and Advances
23	Restated Consolidated Statement of Other Current Assets
24	Restated Consolidated Statement of Revenue from Operations
25	Restated Consolidated Statement of Other Income
26	Restated Consolidated Statement of Employees Benefit Expenses
27	Restated Consolidated Statement of Finance Costs
28	Restated Consolidated Statement of Depreciation & Amortisation Expenses
29	Restated Consolidated Statement of Other Expenses
30	Restated Consolidated Statement of Related Parties Transaction
31	Restated Consolidated Statement of Employee Benefit Expense - Gratuity
32	Restated Consolidated Statement of Contingent Liability
33	Additional Disclosures with respect to Amendments to Schedule III as Restated



- 9) We, **A P Sanzgiri & Co**, Chartered Accountants have been subjected to the peer review process of the ICAI and hold a valid peer review certificate issued by the "**Peer Review Board**" of the ICAI.
- 10) The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Audited Financial Statements mentioned in paragraph 6 above except as stated below:
- The Company has changed Face Value of its equity shares from ₹1 to ₹5 each on July 10, 2024 and approved bonus shares to its existing shareholders shares on July 10, 2024 in the ratio of 200:1 i.e. 200 shares for every 1 shares held. Earnings per share in the Restated Consolidated Financials Information has been calculated after giving effect of consolidation of shares and bonus shares as per Accounting Standard- 20 for all the reporting period.
- 11) 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.
- 12) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 13) Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, Mumbai in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For and on behalf of  
**A P Sanzgiri & Co**  
Chartered Accountants  
Firm Registration No.:116293W

  
**Sonali Patil**  
Partner  
Membership No: 135516  
UDIN:24135516BKHYUV1716



Place: Mumbai  
Date: 05-09-2024

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**  
**Restated Consolidated Statement of Assets and Liabilities**  
**CIN:U74140MH2003PLC142116**

	Particulars	Note No.	As at 31-Mar-24 (₹ in lacs)	As at 31-Mar-23 (₹ in lacs)	As at 31-Mar-22 (₹ in lacs)
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Shareholders' Funds</b>				
	(a) Share Capital	3	4.23	4.23	5.00
	(b) Reserves and Surplus	4	5,397.33	3,992.54	3,939.16
	<b>Minority Interest</b>		93.16	58.95	115.92
<b>2</b>	<b>Non-Current Liabilities</b>				
	(a) Long-term borrowings	5	676.66	45.55	305.19
	(b) Deferred tax Liability (net)	6	38.55	47.47	48.16
	(c) Long-term provisions	7	6.44	15.96	16.02
<b>3</b>	<b>Current Liabilities</b>				
	(a) Short-term Borrowings	8	81.36	10.42	84.36
	(b) Trades Payable	9			
	- Total outstanding dues of micro enterprises and small enterprises		0.82	0.62	0.17
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		66.08	7.75	22.64
	(c) Other current liabilities	10	553.06	539.56	579.03
	(d) Short-term provisions	11	741.36	603.24	734.62
	<b>Total</b>		<b>7,659.05</b>	<b>5,326.29</b>	<b>5,850.27</b>
<b>II.</b>	<b>Assets</b>				
<b>1</b>	<b>Non-current assets</b>				
	(a) Property, Plant and Equipment	12			
	(i) Tangible assets		1,182.93	944.46	995.68
	(ii) Intangible assets		73.12	0.04	0.10
	(iii) Intangible assets under development		-	-	-
	(iv) Capital Work-in-progress		749.68	-	-
	(b) Long term loans and advances	13	407.60	479.54	536.67
	(c) Other non-current assets	14	82.87	146.98	150.15

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**  
**Restated Consolidated Statement of Assets and Liabilities**  
**CIN:U74140MH2003PLC142116**

	Particulars	Note No.	As at 31-Mar-24 (₹ in lacs)	As at 31-Mar-23 (₹ in lacs)	As at 31-Mar-22 (₹ in lacs)
2	<b>Current assets</b>				
	(a) Current investments	15	928.75	839.24	730.43
	(b) Trade receivables	16	1,877.51	1,265.25	1,383.82
	(c) Cash and Cash Equivalents	17	2,158.58	1,461.83	1,904.74
	(d) Short-term loans and advances	18	65.79	56.35	42.59
	(e) Other current assets	19	132.22	132.60	106.09
	<b>Total</b>		<b>7,659.05</b>	<b>5,326.29</b>	<b>5,850.27</b>

Significant Accounting Policies	2
Other Notes forming part of the consolidated financial statements	25-40

In terms of our report of even date attached

**For A P Sanzgiri & Co**  
Chartered Accountants  
Firm Regn No: 116293W

**For EMA Partners India Limited**  
**(Formerly Known as EMA Partners India Private Limited)**

**Sonali Patil**  
Partner  
M.No: 135516

**K. Sudarshan**  
Managing Director  
DIN:01029826

**S. Krishnaprakash**  
Director  
DIN:01789103

Place :Mumbai  
Date: 5th September 2024

Place :Mumbai

Place :Chennai

**Manish Dhanuka**  
Chief Financial Officer

**Smita Singh**  
Company Secretary

Place : Mumbai

Place : Mumbai

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**  
**Restated Consolidated Statement of Profit and Loss**  
**CIN:U74140MH2003PLC142116**

	Particulars	Note No.	For the year ended 31-Mar-24 (₹ in lacs)	For the year ended 31-Mar-23 (₹ in lacs)	For the year ended 31-Mar-22 (₹ in lacs)
I.	Revenue from operations	20	6,729.62	5,014.28	5,695.68
II.	Other Income	21	153.83	91.88	90.84
III	<b>Total Revenue (I +II)</b>		<b>6,883.45</b>	<b>5,106.16</b>	<b>5,786.52</b>
IV	<b>Expenses:</b>				
	Employee benefit expenses	22	3,839.08	3,507.93	3,458.44
	Finance Cost	23	18.62	18.86	43.68
	Depreciation and amortization expense	12	115.70	87.83	78.41
	Other expenses	24	1,241.96	1,098.56	824.98
	<b>Total Expenses</b>		<b>5,215.36</b>	<b>4,713.18</b>	<b>4,405.51</b>
V	<b>Profit before exceptional and extraordinary items and tax</b>	(III - IV)	1,668.09	392.98	1,381.01
VI	Exceptional Items		-	-	-
VII	Extraordinary Items		-	-	-
VIII	<b>Profit before tax (V-VI-VII)</b>		<b>1,668.09</b>	<b>392.98</b>	<b>1,381.01</b>
	Tax expense:				
	(1) Current tax		217.78	123.74	233.33
	(2) Earlier years (written back)/provided		(2.49)	(23.69)	-
	(3) Deferred tax	6	(8.93)	(0.71)	(0.45)
IX	<b>Profit(Loss) from the year from continuing operations</b>	(VIII-IX)	<b>1,461.73</b>	<b>293.64</b>	<b>1,148.13</b>
X	Less: Minority Interest		(34.43)	13.43	(21.07)
XI	<b>Profit/(Loss) for the year</b>	(IX + X)	<b>1,427.30</b>	<b>307.07</b>	<b>1,127.06</b>



**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**  
**Restated Consolidated Statement of Profit and Loss**  
**CIN:U74140MH2003PLC142116**

	<b>Particulars</b>	<b>Note No.</b>	<b>For the year ended 31-Mar-24 (₹ in lacs)</b>	<b>For the year ended 31-Mar-23 (₹ in lacs)</b>	<b>For the year ended 31-Mar-22 (₹ in lacs)</b>
XII	Earning per equity share: *				
	(1) Basic (Rs per share)		8.40	1.81	6.62
	(2) Diluted (Rs per share)		8.40	1.81	6.62
	* EPS for all years have been recasted after factoring in consolidation of face value of equity shares (Refer note 3(f))and bonus issue of equity shares to its equity shareholders (Refer note 3(g))				
	Significant Accounting Policies	2			
	Other Notes forming part of the consolidated financial statements	25-40			

In terms of our report of even date attached

**For A P Sanzgiri & Co**  
Chartered Accountants  
Firm Regn No: 116293W

**For EMA Partners India Limited**  
**(Formerly Known as EMA Partners India Private Limited)**

**Sonali Patil**  
Partner  
M.No: 135516

**K. Sudarshan**  
Managing Director  
DIN:01029826

**S. Krishnaprakash**  
Director  
DIN:01789103

Place :Mumbai  
Date: 5th September 2024

Place :Mumbai

Place :Chennai

Date:

**Manish Dhanuka**  
Chief Financial Officer

**Smita Singh**  
Company Secretary

Place : Mumbai

Place : Mumbai

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**  
**Restated Consolidated Cash Flow Statement**  
**CIN:U74140MH2003PLC142116**

Particulars	For the year ended 31-Mar-24 (₹ in lacs)	For the year ended 31-Mar-23 (₹ in lacs)	For the year ended 31-Mar-22 (₹ in lacs)
<b>I) Cash flow from operating activities</b>			
Net Profit before taxation	1,668.09	392.98	1,381.01
<b>Adjustment For:</b>			
Depreciation and amortisation	115.70	87.84	78.41
(Profit) / loss on sale / write off of assets	0.03	-	8.85
(Profit) / loss on sale of current investments	(49.43)	(8.78)	(23.99)
Provision made/ (reversed) for doubtful trade receivable	(78.18)	1.37	69.20
Interest Income on Fixed Deposits	(38.01)	(24.01)	(22.41)
Interest Paid On Loans	18.62	18.86	43.68
<b>Operating profit / (loss) before working capital changes</b>	<b>1,636.82</b>	<b>468.26</b>	<b>1,534.75</b>
<b>Adjustment For:</b>			
Changes in working capital:			
Adjustments for (increase) / decrease in operating assets:			
Non-Current Assets	10.57	98.19	-
Current Assets	(543.14)	76.92	(991.97)
Adjustments for increase / (decrease) in operating liabilities:			
Non-Current Liabilities	(9.52)	(0.06)	-
Current Liabilities	210.15	(185.30)	586.65
Minority Interest	(22.72)	(47.96)	13.28
Net income tax (paid) / refunds	(89.80)	(137.94)	(310.02)
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>1,192.36</b>	<b>272.11</b>	<b>832.69</b>
<b>II) Cash flow from investing activities</b>			
Purchased PPE	(1,177.01)	(36.56)	(152.88)
Proceeds from sale of fixed assets	-	-	4.54
Current investments			
- Mutual Purchased	(549.45)	(200.03)	(409.12)
- Proceeds from Mutual fund sale	509.39	100.00	273.49
- Term Deposits placed	-	-	(74.01)
Interest Income On Fixed Deposits	38.01	24.01	22.41
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(1,179.06)</b>	<b>(112.58)</b>	<b>(335.57)</b>
<b>III) Cash flow from financing activities</b>			
Net Proceeds / (repayment) of borrowings	702.07	(333.58)	(48.81)
Interest Paid On Loans	(18.62)	(18.86)	(43.68)
Buy-Back of shares	-	(250.00)	-
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>683.45</b>	<b>(602.44)</b>	<b>(92.49)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>696.75</b>	<b>(442.91)</b>	<b>404.63</b>
Cash and Cash Equivalents at the beginning of year	1,461.83	1,904.74	1,500.11
<b>Cash and cash equivalents at the end of the year (note 1)</b>	<b>2,158.58</b>	<b>1,461.83</b>	<b>1,904.74</b>

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**  
**Restated Consolidated Cash Flow Statement**  
**CIN:U74140MH2003PLC142116**

Particulars	For the year ended 31-Mar-24 (₹ in lacs)	For the year ended 31-Mar-23 (₹ in lacs)	For the year ended 31-Mar-22 (₹ in lacs)
<b>Note 1: Break up of Cash and cash equivalents</b>			
(a) Cash on hand	0.92	78.18	116.80
(b) Cheques, drafts on hand	-	-	-
(c) Balances with banks	-	-	
(i) In current accounts	1,513.12	719.09	885.83
(ii) In deposit accounts	644.54	664.56	902.11
	<b>2,158.58</b>	<b>1,461.83</b>	<b>1,904.74</b>

Significant Accounting Policies	2
Other Notes forming part of the consolidated financial statements	25-40

In terms of our report of even date attached		
<p><b>For A P Sanzgiri &amp; Co</b> Chartered Accountants Firm Regn No: 116293W</p>	<p><b>For EMA Partners India Limited</b> (Formerly Known as EMA Partners India Private Limited)</p>	
<p><b>Sonali Patil</b> Partner M.No: 135516</p> <p>Place :Mumbai Date: 5th September 2024</p>	<p><b>K. Sudarshan</b> Managing Director DIN:01029826</p> <p>Place :Mumbai</p>	<p><b>S. Krishnaprakash</b> Director DIN:01789103</p> <p>Place :Chennai</p>
	<p><b>Manish Dhanuka</b> Chief Financial Officer</p> <p>Place : Mumbai</p>	<p><b>Smita Singh</b> Company Secretary</p> <p>Place : Mumbai</p>

**3. Share Capital**

Particulars	As at 31-Mar-24		As at 31-Mar-23		As at 31-Mar-22	
	Number	(₹ in lacs)	Number	(₹ in lacs)	Number	(₹ in lacs)
<b>Authorised</b> Equity Shares of ₹1 each.	5,00,000	5.00	5,00,000	5.00	5,00,000	5.00
<b>Issued, Subscribed &amp; Paid up</b> Equity Shares of ₹1 each fully paid	4,22,850	4.23	4,22,850	4.23	5,00,000	5.00
<b>Total</b>	<b>4,22,850</b>	<b>4.23</b>	<b>4,22,850</b>	<b>4.23</b>	<b>5,00,000</b>	<b>5.00</b>

**a) Reconciliation of the number of equity shares outstanding**

Particulars	As at 31-Mar-24		As at 31-Mar-23		As at 31-Mar-22	
	Number	(₹ in lacs)	Number	(₹ in lacs)	Number	(₹ in lacs)
Shares outstanding at the beginning of the year	4,22,850	4.23	5,00,000	5.00	5,00,000	5.00
Less: Shares bought back during the year	-	-	(77,150)	(0.77)	-	-
Shares outstanding at the end of the year	<b>4,22,850</b>	<b>4.23</b>	<b>4,22,850</b>	<b>4.23</b>	<b>5,00,000</b>	<b>5.00</b>

**b) Rights, preferences and restrictions attached to shares**

The Company has one class of equity shares having par value of ₹1 each. Each shareholder is eligible for one vote per share held. Dividend proposed if any, by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

**c) Shareholders holding more than 5% of Equity Shares**

Name of Shareholder	As at 31-Mar-24		As at 31-Mar-23		As at 31-Mar-22	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Krishnan Sudarshan	3,14,500	74.38	3,14,500	74.38	3,14,500	62.90
Mr. Krishnaprakash Subramaniam	50,350	11.91	50,350	11.91	1,27,500	25.50
Mr. Shekhar Ganapathy	50,000	11.82	50,000	11.82	50,000	10.00

**d) Promoter's Shareholding**

Name of Promoters	-		-		-	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Krishnan Sudarshan	3,14,500	74.37	3,14,500	74.37	3,14,500	62.90
Mr. Krishnaprakash Subramaniam	50,350	11.91	50,350	11.91	1,27,500	25.50

**(e) Buyback of shares**

The Board of Directors of the Company at its meeting held on July 28, 2022, approved the buy back of the Company's fully paid equity shares of the face value of ₹1 each from its one of shareholder of equity shares of the Company as on the record date. The Company completed the Buy Back Process on August 28, 2022 and had complied with all the requisite formalities with SEBI and ROC. In line with the requirement of the Companies Act, 2013, an amount of ₹249.23 (lacs) (including tax on buy back of ₹ 47.09 (lacs)) had been utilized from retained earnings. Consequent to such buy back, the paid-up equity share capital has reduced by ₹ 0.77 (lacs).

**(f) Share Consolidation**

The Board of Directors of the Company at the meeting held on July 9, 2024, approved consolidation of 4,22,850 equity shares of the Company with existing face value of Rs.1/- per share each fully paid up into 84,570 each fully paid up shares of face value of Rs. 5/- per share, consequential amendment to the Memorandum of Association of the Company is approved by Shareholders on July 10, 2024.

**(g) Issue of Bonus Shares**

The Board of Directors of the Company at the meeting held on July 9, 2024, approved issuance of 200 bonus equity shares for every one fully paid up equity share having face value of Rs.5 each and the issuance of bonus issue has been approved by the shareholders of the Company at the annual general meeting of the Company held on July 10, 2024.

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**

Notes forming part of Restated Consolidated Financial Information

CIN:U74140MH2003PLC142116

**4: Reserves & Surplus**

	As at 31-Mar-24 (₹ in lacs)	As at 31-Mar-23 (₹ in lacs)	As at 31-Mar-22 (₹ in lacs)
<b>A) Surplus/(Deficit) in Statement of Profit and Loss</b>			
Balance as per last Balance Sheet	3,941.32	3,883.46	2,756.39
Add : Surplus/(Deficit) for the year	1,427.28	307.08	1,127.08
Less: Premium paid on Buy-Back	-	(202.14)	-
Less: Tax paid on Buy-Back	-	(47.09)	-
Less: Amount transferred to Capital Redemption Reserves	(0.77)	-	-
	<b>5,367.83</b>	<b>3,941.31</b>	<b>3,883.47</b>
<b>B) Foreign Currency Translation Reserves</b>	26.45	51.23	55.69
<b>C) Capital Reserve</b>	0.38	-	-
<b>D) Capital Redemption Reserve Account</b>	0.77	-	-
<b>E) Security Premium</b>	1.90	-	-
<b>Total</b>	<b>5,397.33</b>	<b>3,992.54</b>	<b>3,939.16</b>

**5: Long Term Borrowing**

	As at 31-Mar-24 (₹ in lacs)	As at 31-Mar-23 (₹ in lacs)	As at 31-Mar-22 (₹ in lacs)
<b>Term Loans</b>			
<b>From Bank- Secured</b>			
-Secured against the Office Premises In Mumbai It is repayable in 117 monthly instalments from March 2016	-	-	221.61
<b>From Bank- Secured</b>			
-Secured against the Office Premises In Mumbai It is repayable in 180 monthly instalments from February 2024	539.16	-	-
<b>From Others- Secured</b>			
-Secured against the Motor Vehicle It is repayable in 48 monthly instalments starting from April 2019	34.23	9.08	27.61
-Secured against the motor vehicle It is repayable in 48 monthly instalments starting from October 2021	-	-	14.03
-Secured against the Motor vehicle It is repayable in 48 monthly instalments	103.27	36.47	41.94
<b>Total</b>	<b>676.66</b>	<b>45.55</b>	<b>305.19</b>

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**

**Notes forming part of Restated Consolidated Financial Information**

**CIN:U74140MH2003PLC142116**

**6: Deferred Tax Asset/(Liability)-Net**

	<b>As at 31-Mar-24 (₹ in lacs)</b>	<b>As at 31-Mar-23 (₹ in lacs)</b>	<b>As at 31-Mar-22 (₹ in lacs)</b>
Deferred tax Assets in respect of: Provisions	21.45	6.66	8.68
Deferred tax Liabilities in respect of: Depreciation on Property, Plant and Equipment	(60.00)	(54.13)	(56.84)
<b>Net Deferred tax Assets/ (liability)</b>	<b>(38.55)</b>	<b>(47.47)</b>	<b>(48.16)</b>
Difference between opening and closing deferred tax routed through Statement of Profit & Loss Net (Charge)/Credit to Statement of Profit & Loss	8.92	0.69	(0.47)

**7: Long-Term Provisions**

	<b>As at 31-Mar-24 (₹ in lacs)</b>	<b>As at 31-Mar-23 (₹ in lacs)</b>	<b>As at 31-Mar-22 (₹ in lacs)</b>
Provision for Gratuity	6.44	15.96	16.02
	<b>6.44</b>	<b>15.96</b>	<b>16.02</b>

**8: Short Term Borrowings**

	<b>As at 31-Mar-24 (₹ in lacs)</b>	<b>As at 31-Mar-23 (₹ in lacs)</b>	<b>As at 31-Mar-22 (₹ in lacs)</b>
Current maturities of long-term debt	81.36	10.42	84.36
	<b>81.36</b>	<b>10.42</b>	<b>84.36</b>

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**

Notes forming part of Restated Consolidated Financial Information

CIN:U74140MH2003PLC142116

**9: Trades Payables**

	As at 31-Mar-24 (₹ in lacs)	As at 31-Mar-23 (₹ in lacs)	As at 31-Mar-22 (₹ in lacs)
<b>For services received</b>			
(i) Total outstanding dues of micro enterprises and small enterprises	0.82	0.62	0.17
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	66.08	7.75	22.64
	<b>66.90</b>	<b>8.37</b>	<b>22.81</b>

**FY 2023-24**

Trade Payables ageing Schedule	Outstanding for following periods from transaction date			
	Less than 1 year	1-2 year	2-3 years	Total
(i) MSME	0.82	-	-	0.82
(ii) Others	66.08	-	-	66.08
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

**FY 2022-23**

Trade Payables ageing Schedule	Outstanding for following periods from transaction date			
	Less than 1 year	1-2 year	2-3 years	Total
(i) MSME	0.62	-	-	0.62
(ii) Others	7.75	-	-	7.75
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

**FY 2021-22**

Trade Payables ageing Schedule	Outstanding for following periods from transaction date			
	Less than 1 year	1-2 year	2-3 years	Total
(i) MSME	0.17	-	-	0.17
(ii) Others	22.64	-	-	22.64
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-



**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**

Notes forming part of Restated Consolidated Financial Information

CIN:U74140MH2003PLC142116

**10: Other Current Liabilities**

	<b>As at 31-Mar-24 (₹ in lacs)</b>	<b>As at 31-Mar-23 (₹ in lacs)</b>	<b>As at 31-Mar-22 (₹ in lacs)</b>
<b>Other Liabilities</b>			
(i) Statutory Liabilities	383.59	451.88	461.56
(ii) Other Payables	157.59	77.81	117.14
(iii) Interest Accrued on Borrowings	3.32	0.29	0.33
(iv) Payable to employees	8.56	9.58	-
<b>Total</b>	<b>553.06</b>	<b>539.56</b>	<b>579.03</b>

**11: Short-term provisions**

	<b>As at 31-Mar-24 (₹ in lacs)</b>	<b>As at 31-Mar-23 (₹ in lacs)</b>	<b>As at 31-Mar-22 (₹ in lacs)</b>
<b>Provision for employee benefits</b>			
(i) Incentive to employee	722.02	599.35	734.62
(ii) Provision for Gratuity	19.34	3.89	-
<b>Total</b>	<b>741.36</b>	<b>603.24</b>	<b>734.62</b>

**13: Long Term Loans and Advances**

	As at 31-Mar-24 (₹ in lacs)	As at 31-Mar-23 (₹ in lacs)	As at 31-Mar-22 (₹ in lacs)
<b><u>Unsecured, Considered Good</u></b>			
(i) Loans and advances to employees	190.25	200.00	300.00
(ii) Prepaid Taxes (Net of Provisions)	217.35	279.54	236.67
<b>Total</b>	<b>407.60</b>	<b>479.54</b>	<b>536.67</b>

**14: Other Non-current Assets**

	As at 31-Mar-24 (₹ in lacs)	As at 31-Mar-23 (₹ in lacs)	As at 31-Mar-22 (₹ in lacs)
(i) Term Deposits with more than 12 months maturity	-	-	74.01
(ii) Security Deposits	82.87	146.98	76.14
<b>Total</b>	<b>82.87</b>	<b>146.98</b>	<b>150.15</b>

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**

**Notes forming part of Restated Consolidated Financial Information**

**CIN:U74140MH2003PLC142116**

**16: Trade Receivables**

	<b>As at 31-Mar-24 (₹ in lacs)</b>	<b>As at 31-Mar-23 (₹ in lacs)</b>	<b>As at 31-Mar-22 (₹ in lacs)</b>
<b>Trade Receivable- Secured, Considered Good</b>			
Trade Receivable- Unsecured, Considered Good	1,877.42	1,265.25	1,383.82
Trade Receivable- Considered Doubtful	15.22	92.62	84.56
<b>Total</b>	<b>1,892.64</b>	<b>1,357.87</b>	<b>1,468.38</b>
Less: Allowance for Bad & Doubtful debts	(15.13)	(92.62)	(84.56)
<b>Total</b>	<b>1,877.51</b>	<b>1,265.25</b>	<b>1,383.82</b>

**FY 2023-24**

<b>Trade Receivables ageing Schedule</b>	<b>Outstanding for following periods from Transaction date</b>			
	<b>Less than 6 months</b>	<b>6 months- 1 year</b>	<b>1-2 years</b>	<b>Total</b>
(i) Undisputed Trade receivables- considered good	1,822.13	55.29	-	1,877.42
(ii) Undisputed Trade Receivables- considered doubtful	-	-	0.09	0.09
(iii) Disputed Trade Receivables considered good	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-

**FY 2022-23**

<b>Trade Receivables ageing Schedule</b>	<b>Outstanding for following periods from Transaction date</b>			
	<b>Less than 6 months</b>	<b>6 months- 1 year</b>	<b>1-2 years</b>	<b>Total</b>
(i) Undisputed Trade receivables- considered good	1,222.30	42.95	-	1,265.25
(ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-

**FY 2021-22**

<b>Trade Receivables ageing Schedule</b>	<b>Outstanding for following periods from Transaction date</b>			
	<b>Less than 6 months</b>	<b>6 months- 1 year</b>	<b>1-2 years</b>	<b>Total</b>
(i) Undisputed Trade receivables- considered good	1,348.72	35.10	-	1,383.82
(ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-

**17: Cash and Cash Equivalents**

	<b>As at 31-Mar-24 (₹ in lacs)</b>	<b>As at 31-Mar-23 (₹ in lacs)</b>	<b>As at 31-Mar-22 (₹ in lacs)</b>
<b>Cash and Cash Equivalents</b>			
(i) Balance with Bank In Current Accounts	1,513.12	719.09	885.83
(ii) Cash on hand	0.92	78.18	116.80
(iii) Short term bank deposits	644.54	664.56	902.11
<b>Total</b>	<b>2,158.58</b>	<b>1,461.83</b>	<b>1,904.74</b>

**18: Short-term loans and advances**

	<b>As at 31-Mar-24 (₹ in lacs)</b>	<b>As at 31-Mar-23 (₹ in lacs)</b>	<b>As at 31-Mar-22 (₹ in lacs)</b>
<b>Unsecured, Considered good</b>			
(i) Loans and advances to employees	10.42	54.98	42.46
(ii) Other Advances	55.37	1.37	0.13
<b>Total</b>	<b>65.79</b>	<b>56.35</b>	<b>42.59</b>

**19: Other Current Assets**

	<b>As at 31-Mar-24 (₹ in lacs)</b>	<b>As at 31-Mar-23 (₹ in lacs)</b>	<b>As at 31-Mar-22 (₹ in lacs)</b>
(i) Interest Accrued on Fixed Deposits	10.76	1.23	2.00
(ii) Interest accrued on Loans & Advances	-	0.63	-
(iii) Interest accrued on Bond	4.77	4.80	-
(iii) Advances recoverable in cash or in kind or for value to be received	81.71	125.94	104.09
(iv) Other	34.98	-	-
	<b>132.22</b>	<b>132.60</b>	<b>106.09</b>

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**

Notes forming part of Restated Consolidated Financial Information

CIN:U74140MH2003PLC142116

**20: Revenue from operations**

	For the year ended 31-Mar-24 (₹ in lacs)	For the year ended 31-Mar-23 (₹ in lacs)	For the year ended 31-Mar-22 (₹ in lacs)
Sale of services	6,729.62	5,014.28	5,695.68
<b>Total</b>	<b>6,729.62</b>	<b>5,014.28</b>	<b>5,695.68</b>

**21: Other Income**

	For the year ended 31-Mar-24 (₹ in lacs)	For the year ended 31-Mar-23 (₹ in lacs)	For the year ended 31-Mar-22 (₹ in lacs)
(a) Interest on Investment and Term Deposit	38.01	24.01	22.41
(b) Interest on loans and advances	23.92	33.37	13.97
(c) Interest on tax refund	11.21	13.51	9.46
(d) Profit/(loss) on sale of Fixed Assets	0.03	-	4.54
(e) Profit/(loss) on sale of current investment	49.43	8.78	23.99
(f) Other Income	31.20	0.35	16.02
(g) Government Grant	0.03	0.21	0.45
(h) Foreign exchange gain (Net) / Loss	-	11.65	-
<b>Total</b>	<b>153.83</b>	<b>91.88</b>	<b>90.84</b>

**22: Employee Benefit Expenses**

	For the year ended 31-Mar-24 (₹ in lacs)	For the year ended 31-Mar-23 (₹ in lacs)	For the year ended 31-Mar-22 (₹ in lacs)
(a) Salaries, Incentives, Allowances, etc.	3,725.75	3,405.37	3,374.67
(b) Contribution to Provident Fund & other Funds	81.51	79.57	77.72
(c) Staff Welfare expenses	31.82	22.99	6.05
	<b>3,839.08</b>	<b>3,507.93</b>	<b>3,458.44</b>

**EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)**

**Notes forming part of Restated Consolidated Financial Information**

**CIN:U74140MH2003PLC142116**

**23: Finance Cost**

	For the year ended 31-Mar-24 (₹ in lacs)	For the year ended 31-Mar-23 (₹ in lacs)	For the year ended 31-Mar-22 (₹ in lacs)
(a) Interest on borrowing	18.62	18.86	43.68
	<b>18.62</b>	<b>18.86</b>	<b>43.68</b>

**24: Other Expenses**

	For the year ended 31-Mar-24 (₹ in lacs)	For the year ended 31-Mar-23 (₹ in lacs)	For the year ended 31-Mar-22 (₹ in lacs)
(a) Travelling Expenses	136.53	147.96	54.78
(b) Rent	166.26	67.54	76.08
(c) Membership & Subscription Expense	78.91	156.26	37.78
(d) Communication Expense	31.39	27.58	30.42
(e) Car Expenses	29.01	20.30	13.88
(f) Software development expenses write off	-	-	13.39
(g) Printing & Stationery	4.90	5.21	-
(h) Foreign exchange loss (Net)	4.43	-	1.13
(i) Business Promotion expenses	1.35	18.91	1.98
(j) Conference & Seminar Expense	163.09	0.47	0.14
(k) Office Expenses	56.99	72.63	58.93
(l) Bad Debt write off	1.85	159.05	13.32
(m) Provision for Bad and Doubtful debts created/(Write back)	(78.18)	1.37	69.20
(n) Legal and Professional fees	454.16	267.50	367.77
(o) Auditors' remuneration			
Statutory Audit Fees	9.25	6.25	5.10
Tax and Transfer Pricing Audit Fees	1.20	1.10	0.30
Other Matters	0.50	0.05	0.50
(p) Electricity Expense	5.80	2.11	1.48
(q) Repairs & Maintenance - Others	24.59	20.31	1.68
(r) Computer Expense	6.22	6.95	4.66
(s) Bank Charges	4.62	1.49	1.98
(t) Rates & Taxes	0.49	0.71	0.22
(u) Insurance	50.80	39.98	11.29
(v) Property Tax	6.00	6.00	6.00
(w) Provision for Impairment	(5.89)	-	-
(x) Recruitment expenses	49.18	31.38	52.97
(y) Training expenses	38.51	37.45	-
	<b>1,241.96</b>	<b>1,098.56</b>	<b>824.98</b>

EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)  
Notes forming part of Restated Consolidated Financial Information  
CIN:U74140MH2003PLC142116

12: Property, Plant and Equipment

As at March 2024

(₹ in lacs)

Sr. No.	Description of assets	Gross Block				Accumulated Depreciation				Net Block	
		As at 01-Apr-23	Additions	Deletion	As at 31-Mar-24	Up to 01-Apr-23	For the year	Deletion the year	Up to 31-Mar-24	As at 31-Mar-24	As at 31-Mar-23
(a)	<b>Property, Plant and Equipment</b>										
	Office Premises	939.48	-	-	<b>939.48</b>	228.46	31.00	-	<b>259.46</b>	680.02	711.02
	Leasehold Improvements	40.49	40.79	(25.33)	<b>55.95</b>	36.06	5.67	(25.33)	<b>16.40</b>	39.55	4.43
	Leasehold Improvements- AED	-	34.07	-	<b>34.07</b>	-	1.15	-	<b>1.15</b>	32.92	-
	Office Equipments	36.24	0.76	(3.97)	<b>33.03</b>	26.84	3.06	(3.36)	<b>26.54</b>	6.49	9.40
	Office Equipment-AED	7.26	2.86	-	<b>10.12</b>	4.57	0.86	-	<b>5.43</b>	4.69	2.69
	Office Equipment-SGD	0.47	-	-	<b>0.47</b>	0.47	-	-	<b>0.47</b>	-	-
	Computers and peripherals	129.47	28.39	-	<b>157.86</b>	103.44	18.93	-	<b>122.37</b>	35.49	26.03
	Computers and peripherals- AED	0.68	-	-	<b>0.68</b>	0.15	0.22	-	<b>0.37</b>	0.31	0.53
	Computers and peripherals- SGD	4.60	0.08	-	<b>4.68</b>	3.91	0.49	-	<b>4.40</b>	0.28	0.69
	Furniture & Fixture	132.04	26.09	(3.81)	<b>154.32</b>	99.07	13.12	(3.57)	<b>108.62</b>	45.70	32.97
	Furniture & Fixture- AED	-	8.20	-	<b>8.20</b>	-	0.13	-	<b>0.13</b>	8.07	-
	Motor Car	271.19	203.38	-	<b>474.57</b>	113.96	31.20	-	<b>145.16</b>	329.41	157.23
	<b>Total</b>	<b>1,561.92</b>	<b>344.62</b>	<b>(33.11)</b>	<b>1,873.43</b>	<b>616.93</b>	<b>105.83</b>	<b>(32.26)</b>	<b>690.50</b>	<b>1,182.93</b>	<b>944.99</b>
	Previous Year	1,524.93	36.55	-	1,561.48	529.25	87.77	-	617.02	944.46	995.68
(b)	<b>Intangible Fixed Assets</b>										
	Computer Softwares	5.92	82.95	-	<b>88.87</b>	5.88	9.87	-	<b>15.75</b>	73.12	-
	<b>Total</b>	<b>5.92</b>	<b>82.95</b>	<b>-</b>	<b>88.87</b>	<b>5.88</b>	<b>9.87</b>	<b>-</b>	<b>15.75</b>	<b>73.12</b>	<b>-</b>
	Previous Year	5.92	-	-	5.92	5.82	0.06	-	5.88	0.04	0.10
(c)	<b>Capital Work In progress</b>										
	Capital Work In progress	-	749.68	-	<b>749.68</b>	-	-	-	-	749.68	-
	<b>Total</b>	<b>-</b>	<b>749.68</b>	<b>-</b>	<b>749.68</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>749.68</b>	<b>-</b>
	Previous Year	-	-	-	-	-	-	-	-	-	-
	<b>Grand Total</b>	<b>1,567.84</b>	<b>1,177.25</b>	<b>(33.11)</b>	<b>2,711.98</b>	<b>622.81</b>	<b>115.70</b>	<b>(32.26)</b>	<b>706.25</b>	<b>2,005.73</b>	<b>944.99</b>
	Previous Year	1,530.85	36.55	-	1,567.40	535.07	87.83	-	622.90	944.50	995.78

EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)  
Notes forming part of Restated Consolidated Financial Information  
CIN:U74140MH2003PLC142116

As at March 2023

(₹ in lacs)

Sr. No.	Description of assets	Gross Block				Accumulated Depreciation				Net Block	
		As at 01-Apr-22	Additions	Deletion	As at 31-Mar-23	Up to 01-Apr-22	For the year	Deletion the year	Up to 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
(a)	<b>Tangible Fixed Assets</b>										
	Office Premises	939.48	-	-	939.48	197.14	31.32	-	228.46	711.02	742.34
	Computers and peripherals	112.08	17.40	-	129.48	90.99	12.45	-	103.44	26.04	21.09
	Computers -SGD	4.60	-	-	4.60	3.38	0.53	-	3.91	0.69	1.22
	Vehicles	259.16	12.03	-	271.19	88.44	25.52	-	113.96	157.23	170.72
	Office Equipment	31.51	4.96	-	36.47	24.28	2.80	-	27.08	9.39	7.23
	Office Equipment-AED	5.10	2.16	-	7.26	3.93	0.65	-	4.58	2.68	1.17
	Office Equipment-SGD	0.47	-	-	0.47	0.47	-	-	0.47	-	-
	Furniture & Fixture	132.04	-	-	132.04	87.59	11.47	-	99.06	32.98	44.45
	Leasehold Improvements	40.49	-	-	40.49	33.03	3.03	-	36.06	4.43	7.46
	<b>Total</b>	<b>1,524.93</b>	<b>36.55</b>	<b>-</b>	<b>1,561.48</b>	<b>529.25</b>	<b>87.77</b>	<b>-</b>	<b>617.02</b>	<b>944.46</b>	<b>995.68</b>
	Previous Year	1,408.74	142.00	(25.81)	1,524.93	476.77	78.29	(25.81)	529.25	995.68	931.97
(b)	<b>Intangible Fixed Assets</b>										
	Computer Softwares	5.92	-	-	5.92	5.82	0.06	-	5.88	0.04	0.10
	<b>Total</b>	<b>5.92</b>	<b>-</b>	<b>-</b>	<b>5.92</b>	<b>5.82</b>	<b>0.06</b>	<b>-</b>	<b>5.88</b>	<b>0.04</b>	<b>0.10</b>
	Previous Year	8.43	10.88	(13.39)	5.92	5.70	0.12	-	5.82	0.10	0.22
	<b>Grand Total</b>	<b>1,530.85</b>	<b>36.55</b>	<b>-</b>	<b>1,567.40</b>	<b>535.07</b>	<b>87.83</b>	<b>-</b>	<b>622.90</b>	<b>944.50</b>	<b>995.78</b>
	Previous Year	1,417.17	152.88	(39.20)	1,530.85	482.47	78.41	(25.81)	535.07	995.78	932.19



As at March 2022

(₹ in lacs)

Sr. No.	Description of assets	Gross Block				Accumulated Depreciation				Net Block	
		As at 01-Apr-21	Additions	Deletion	As at 31-Mar-22	Up to 01-Apr-21	For the year	Deletion the year	Up to 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21
(a)	<b>Tangible Fixed Assets</b>										
	Office Premises	939.48	-	-	<b>939.48</b>	165.82	31.32	-	<b>197.14</b>	<b>742.34</b>	773.66
	Computers and peripherals	97.69	23.21	(8.82)	<b>112.08</b>	87.23	12.58	(8.82)	<b>90.99</b>	<b>21.09</b>	10.46
	Computers -SGD	3.25	1.35	-	<b>4.60</b>	3.04	0.34	-	<b>3.38</b>	<b>1.22</b>	0.21
	Vehicles	160.07	116.08	(16.99)	<b>259.16</b>	86.98	18.45	(16.99)	<b>88.44</b>	<b>170.72</b>	73.09
	Office Equipment	31.51	-	-	<b>31.51</b>	21.77	2.51	-	<b>24.28</b>	<b>7.23</b>	9.74
	Office Equipment-AED	3.74	1.36	-	<b>5.10</b>	3.51	0.42	-	<b>3.93</b>	<b>1.17</b>	0.23
	Office Equipment-SGD	0.47	-	-	<b>0.47</b>	0.47	-	-	<b>0.47</b>	-	-
	Furniture & Fixture	132.04	-	-	<b>132.04</b>	75.93	11.66	-	<b>87.59</b>	<b>44.45</b>	56.11
	Leasehold Improvements	40.49	-	-	<b>40.49</b>	32.02	1.01	-	<b>33.03</b>	<b>7.46</b>	8.47
	<b>Total</b>	<b>1,408.74</b>	<b>142.00</b>	<b>(25.81)</b>	<b>1,524.93</b>	<b>476.77</b>	<b>78.29</b>	<b>(25.81)</b>	<b>529.25</b>	<b>995.68</b>	<b>931.97</b>
	Previous Year	1,404.19	4.56	-	1,408.75	381.99	94.78	-	476.77	931.97	1,022.20
(b)	<b>Intangible Fixed Assets</b>										
	Computer Softwares	5.92	-	-	<b>5.92</b>	5.70	0.12	-	<b>5.82</b>	0.10	0.22
	Intangible assets under development	2.51	10.88	(13.39)	-	-	-	-	-	-	2.51
	<b>Total</b>	<b>8.43</b>	<b>10.88</b>	<b>(13.39)</b>	<b>5.92</b>	<b>5.70</b>	<b>0.12</b>	<b>-</b>	<b>5.82</b>	<b>0.10</b>	<b>2.73</b>
	Previous Year	18.41	18.29	(2.83)	8.43	5.28	0.41	-	5.69	2.73	13.13
	<b>Grand Total</b>	<b>1,417.17</b>	<b>152.88</b>	<b>(39.20)</b>	<b>1,530.85</b>	<b>482.47</b>	<b>78.41</b>	<b>(25.81)</b>	<b>535.07</b>	<b>995.78</b>	<b>934.70</b>
	Previous Year	1,422.60	22.85	(2.83)	1,417.17	387.28	95.20	-	482.48	934.69	1,035.32

EMA PARTNERS INDIA LIMITED (Formerly Known as EMA Partners India Private Limited)  
Notes forming part of Restated Consolidated Financial Information  
CIN:U74140MH2003PLC142116

15: Current Investments

Particulars	No. of Shares / Units			( ₹ in lacs)		
	As at 31-Mar-24	As at 31-Mar-23	As at 31-Mar-22	As at 31-Mar-24	As at 31-Mar-23	As at 31-Mar-22
<b>Investments in Mutual Funds (Unquoted)</b>						
<b>Growth Plan</b>						
ICICI Prudential Short Term-Regular	3,29,464.27	3,29,464.27	3,29,464.27	79.24	79.24	79.24
Axis Banking & PSU Fund	3,047.08	3,047.08	3,047.08	50.00	50.00	50.00
SBI Overnight Fund	-	1,658.22	1,658.22	0.00	58.77	50.00
Bandhan Banking & PSU Debt Fund-Regular Plan-Growth	5,07,482.01	5,07,482.01	5,07,482.01	80.00	80.00	80.00
HSBC Corporate Bond Fund - Regular Plan - Growth	1,39,824.94	1,39,824.94	1,39,824.94	70.00	70.00	70.00
HDFC Overnight Fund Regular Plan Growth	-	39.92	39.92	-	1.21	1.21
ICICI Prudential Overnight Fund	-	7,28,550.41	7,28,550.41	-	199.99	199.99
HSBC Arbitrage Fund - Regular Plan - Growth	-	13,06,441.08	13,06,441.08	-	199.99	199.99
ICICI Prudential Equity Savings Fund	5,15,970.07	-	-	100.00	-	-
ICICI Prudential Flexicap Fund Growth	3,61,388.68	-	-	50.00	-	-
Kotak Balanced Advantage Fund Reg Gr	6,18,972.46	-	-	100.00	-	-
Kotak Liquid Fund Regular Plan Growth	4,45,976.72	-	-	60.00	-	-
Mirae Asset Cash Management Fund, Regular Plan Grow	1,06,089.86	-	-	20.00	-	-
SBI Balanced Advantage Fund - Regular Growth	8,37,780.78	-	-	100.00	-	-
<b>Investment in bonds (Quoted)</b>						
Bank of Baroda (Face Value: ₹100,00,000/-)	1.00	1.00	-	100.04	100.04	-
<b>Investment in US Treasury Bills</b>	1,50,000.00	-	-	119.47	-	-
<b>Total</b>				<b>928.75</b>	<b>839.24</b>	<b>730.43</b>
<b>Market Value of Investment</b>				<b>1,167.14</b>	<b>1,017.39</b>	<b>870.84</b>

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

**1 Corporate Information**

EMA Partners India Limited (Formerly known as EMA Partners India Private Limited) ('the Holding Company') is domiciled in India with its registered office situated in Mumbai.

The Corporate Identification Number of the Company is U74140MH2003PLC142116, the Company was converted from a Private Limited Company to Public Limited Company w.e.f. August 5, 2024.

The Company is primarily involved in providing services for executive search, management consulting, staffing solutions.

**2 Basis of Consolidation**

The Restated Consolidated Financial Statements relate to EMA Partners India Limited and its subsidiary companies (collectively, "the Group" and individually "Group Companies"). The financial statements of the entities in the Group used in the consolidation are drawn up to the same reporting date of the Group i.e. March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

The restated consolidated statement of assets and liabilities of the Group as at March 31 2024, March 31, 2023 and March 31, 2022 and the related restated consolidated statement of profit and loss and restated cash flows for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 have been prepared in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, ICDR Regulation and Guidance Note on Reports in Company Prospectuses (Revised 2019) specifically for the purpose of inclusion in the offer document to be filed by the Company in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').

**Basis of Accounting and Principles of Consolidation:**

The financials statements of the Holding Company and the group companies have been consolidated on a line-by-line basis by adding together like items of assets, Liabilities, income and expenses, as per the requirement of the Accounting Standard -21 "Consolidated Financial Statements" as notified under the Companies (Accounts) Rules, 2014. The intra-group balances and intra-group transactions and unrealized profits and losses are fully eliminated. Share of minority interest in the profit/loss have been eliminated to the extent of share to be borne by them. Minority interest (liability) represents the amount of equity attributable to minority shareholders as on the balance sheet date.

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the relevant year. All assets and liabilities are converted at rates prevailing at the end of the relevant year. Any exchange difference arising on consolidation is recognized in the Foreign Currency Translation Reserve.

The audited financial statements of Dubai, UAE and Singapore foreign subsidiaries have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation.

As far as possible, the Restated Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances as separate financial statements of the Group. The differences in accounting policies of the Holding Company and its group companies are not material and accordingly not reported.

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

**Particulars of Subsidiaries**

Name of the Subsidiary	Country of incorporation	Status	Percentage of Voting Power as on 31.03.2024	Percentage of Voting Power as on 31.03.2023	Percentage of Voting Power as on 31.03.2022
EMA Partners Executive Search Private Limited	India	Subsidiary	90.09%	90.09%	90.09%
Emagine People Technologies Private Limited	India	Subsidiary	99.00%	99.00%	99.00%
EMA Decision Dynamics Private Limited	India	Subsidiary	100%	80%	80%
James Douglas Professional Search India Private Limited	India	Subsidiary	99.00%	99.00%	99.00%
EMA Partners Singapore Pte. Limited	Singapore	Subsidiary	100.00%	100.00%	70.00%
EMA Partners Executive Search Limited	Dubai	Subsidiary	100.00%	100.00%	100.00%
RecCloud Technologies Private Limited	India	Stepdown subsidiary of EMA Partners Executive Search Private Limited			
James Douglas Professional Search Limited	Dubai	Stepdown subsidiary of EMA Partners Executive Search Limited			

**3. Basis of Preparation of Restated Consolidated Financial Statements:**

a) **Accounting Assumption**

The restated consolidated financial statements are prepared to comply in all material aspects with the applicable Generally Accepted Accounting Principles (“GAAP”) in India and to comply in all material respects with the applicable, Accounting Standards prescribed under section 133 of the Companies Act, 2013 (“Act”) read with relevant rules and other relevant provisions of the Act. The financial statements have been prepared on the basis of historical cost convention using accrual basis and under the going concern assumption. The accounting policies have been applied consistently except for changes due to adoption of newly issued accounting standards or where a revision is made to an existing accounting standard that requires a change in the accounting policy adhere to in use.

All assets and liabilities have been classified as current or non-current as per the Holding Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of services provided by the Holding company and their realisation in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities. The Restated consolidated financial statements are presented in Indian Rupees.

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

b) **Use of Estimates**

The preparation of Restated consolidated financial statements in conformity with the GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements and the reported amounts of income and expenses during the reported period. Management believes that the estimates used in preparation of restated consolidated financial statements are prudent and reasonable. Actual results could differ from the estimates and the differences between these actual results and estimates are recognised in the year in which these results are known.

c) **Property Plant and Equipment (“PPE”), Intangibles and Depreciation/Amortisation:**

PPE are stated at historical cost less accumulated depreciation/amortization and impairment losses, if any. Cost includes borrowing cost, inward freight, duties, taxes and incidental expenses related to the acquisition and installation of the assets incurred to bring the assets to their working condition for their intended use. Capital work in progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

Intangible Assets, mainly comprising computer software, are recorded at the consideration paid for acquisition of such assets and are stated at cost less accumulated amortization and impairment.

Leasehold improvements are depreciated over the primary period of lease.

Depreciation on PPE including Intangibles other than lease hold improvements is provided on the straight-line method over the useful lives of assets, prescribed under Schedule II to the Act, from the date the asset is put to effective use. The useful lives estimated by the management for the assets are as under:

Office Premises	30 years
Furniture and fixtures	10 years
Motor Car	8 years
Office Equipment	5 years
Computer Equipment	3 years
Computer Software	3 years

d) **Lease**

Assets acquired on Leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as Operating Leases. The rental and all other expenses of leased assets are treated as revenue expenditure.

e) **Impairment**

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of assets. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is lesser than its carrying amount, the carrying amount is reduced to its recoverable amount. The deduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the balance sheet date there is an indication that the previously assessed impairment loss no longer exists, the recoverable amount is re-assessed, and the asset is reflected at the recoverable amount subject to a maximum depreciated historical cost.

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

f) **Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

g) **Investments**

Long term investments included under Non-Current Investments are valued at cost, with an appropriate provision for diminution in value other than temporary, in which case, the carrying value is reduced to recognize the decline. The portion of long-term investment as which is expected to be realized within twelve months from the Balance Sheet date is shown as Current investment in the Balance Sheet. Short term investments are valued at lower of cost and fair value, and the resultant decline if any, is charged to revenue.

h) **Employee Benefits**

For defined benefit plans representing Gratuity, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in full in the Statement of Profit and Loss for the period for which they are incurred. The retirement benefit obligation recognized in the balance sheet represents the present value of defined benefit obligation as reduced by the fair value of the plan assets, if any.

All eligible employees of the Company are entitled to receive benefits under the Provident Fund through a Defined Contribution Plan in which both the employee and the Company contribute monthly at specified percentage of employees' basic salary. These contributions are made to a Government Provident Fund. Contributions to the said State governed Provident Fund Scheme is under a Defined Contribution Plan. The contribution paid/payable under the scheme is recognized during the period in which the employee render the related service.

Whichever company in the group has a policy of leave encashment, it makes accrual for annual leave as a result of service rendered up to the date reporting date.

i) **Revenue Recognition**

Revenue is recognized when the amount of revenue can be reliably measured, and, it is probable that future economic benefits will flow to the entity. Revenue from provision of services is recognized on accrual basis in terms of underlying contract or agreement and upon completion of the services. No revenue is recognized to the extent of significant uncertainties regarding recovery of the amount billed due to dispute, if any, by any client regarding agreed terms.

Mutual Fund dividend income is recognized on accrual basis when declared.

j) **Foreign currency Translation**

Transactions in foreign exchange are accounted for at the exchange rates prevailing on the date of transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment/realization. Outstanding amounts payable/receivable in foreign currency are restated at the year-end rates. Exchange gains/losses arising on restatement/settlement are charged to the Statement of Profit and Loss.

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

k) **Taxes on Income**

The tax expense for the period comprises of current tax and deferred tax. Tax is recognized in the restated consolidated statement of profit and loss on the basis of estimated taxable income for the current accounting period. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to taxation authorities, based on the tax rates and laws that are enacted at the Balance Sheet date.

Deferred Tax resulting from timing differences between accounting income and taxable income for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as at the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

l) **Provisions and Contingent Liabilities**

The Group recognizes a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is 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 where the likelihood of outflow of resources is remote, no provision or disclosure is made.

m) **Borrowing Costs**

Borrowing costs that are directly attributable to purchase, acquisition and construction of qualifying assets are capitalized as a part of the cost of respective qualifying asset up to the date when such asset is ready to use for its intended. Other borrowing costs are charged to the Statement of Profit and Loss.

n) **Earnings Per Share (EPS)**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. As per Accounting Standard – 20 on Earning Per Share, if the number of equity or potential equity shares outstanding increases as a result of bonus issue or share split or decrease as a result of reverse split (consolidation of shares), the calculation of basic and diluted earning per share should be adjusted for all the year presented. If these changes occur after the balance sheet date but before the date on which the financial statements are approved by the Board of Directors, the per share calculation of those financial statements and any prior year financial statements presented should be based on new number of shares. Accordingly, the EPS has been calculated on number of shares adjusted for the following for each of the reported period:

- i. The face value of INR 1 each was consolidated to a face value of INR 5 per share vide Special resolution passed by the Shareholders at the Annual General Meeting held on July 10, 2024.
- ii. Post the share consolidation as stated above, the Shareholders at the Annual General Meeting held on July 10, 2024, approved allotment of bonus shares in the ratio of 200 (two hundred) Equity Shares for every one Equity Share (INR 5).

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

	31-March-2024	31-March-2023	(in ₹ Lakh) 31-March-2022
25. Contingent Liability at the end of the year	76.00	NIL	NIL
26. Capital commitment at the end of the year	43.99	NIL	NIL
<b>27. Expenditure/ Revenue in foreign currency includes</b>			

(in ₹ Lakh)			
Nature of Transactions	31-Mar-2024	31-Mar-2023	31-Mar-2022
Travelling expenses	12.89	4.80	-
Revenue from rendering of services	48.13	8.33	94.64
Subscription fees paid	10.43	8.73	6.55
Professional fees paid	176.53	113.76	75.07
Reimbursement of Expenses	0.18	-	-
Revenue from Singapore operations (foreign subsidiary)	371.40	98.85	241.78
Expenses of Singapore operations (foreign subsidiary)	111.20	121.42	274.55
Revenue from Dubai operations (foreign subsidiary)	1,750.65	1,030.41	1,190.92
Expenses of Dubai operations (foreign subsidiary)	1,086.65	1,094.76	809.35

28. The Group is primarily engaged in the business of providing executive search and placement technology led recruitment services, which in the context of Accounting Standard 17 on Segment Reporting on “Segment Reporting” constitutes a single reportable segment. The analysis of geographical segments is based on the areas in which operations are carry out.

(in ₹ Lakh)						
Nature of Expense	31-Mar-2024		31-Mar-2023		31-Mar-2022	
	In India	Outside India	In India	Outside India	In India	Outside India
Revenue from rendering of services	4,607.56	2,122.06	3,866.06	1,148.22	4,263.59	1,432.09
Carrying amount of segment Assets	1,959.46	46.27	941.13	3.37	993.39	2.39
Addition to PPE and Intangible Assets	1,132.04*	45.21	34.39	2.16	150.17	2.71

\*Includes Rs. 749.68 towards capital work in Progress



**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

**29. Employee Benefits:**

**Defined Contribution Plan:**

**Provident Fund:**

Wherever applicable, the Group makes Provident Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Companies are required to contribute a specified percentage of the payroll costs i.e. 12% to fund the benefits, maximum to the extent of ₹ 1,800 per month per qualified employee.

**Defined Benefit Plans**

Wherever applicable, the Group offers to its employee's defined benefits plan in the form of Gratuity. In case of subsidiary incorporated in Dubai, gratuity is recognized based on the employees accumulated period of services and current basic remuneration at the end of reporting period. Accordingly, in case of Dubai subsidiary, ₹ 26.80 (in lacs) (PY: ₹ 0.49 (in lacs) reversed last year) charged as expense during the year and net liability as on March 31, 2024 is ₹8.46 (in lacs) (PY: ₹ 6.34 (in lacs)) in addition to expenses and net liability details of the Group given in below table.

This represents benefits to employees on the basis of number of years of service rendered by employee. The employee is entitled to receive the same on retirement or resignation in accordance with the Act as applicable.

(in ₹ Lakh)				
Sr. No.	Particulars	31-Mar-2024*	31-Mar-2023	31-Mar-2022
(i)	Changes in present value of obligation			
	Opening Defined Benefit Obligation	118.19	88.15	58.67
	Interest Cost	8.24	5.78	3.24
	Current Service Cost	27.73	24.80	18.06
	Actuarial (Gains) / Losses	5.69	7.05	17.61
	Benefits Paid	(8.83)	(0.83)	(9.42)
	<b>Closing Defined Benefit Obligation</b>	<b>151.01</b>	<b>124.95</b>	<b>88.16</b>
(ii)	Changes in the fair value of Plan Assets			
	Fair value of Plan Assets at beginning of period	97.78	82.94	61.59
	Adjustment to Opening Fair Value of Plan Assets	9.04	(3.24)	-
	Expected return on Plan Assets	8.37	6.16	4.24
	Contributions	26.39	27.39	25.96
	Benefits paid	(8.83)	(0.83)	(9.42)
	Actuarial Gains / (Losses)	(1.08)	(0.98)	0.58
	<b>Fair value of Plan Assets at the end of the period</b>	<b>131.67</b>	<b>111.44</b>	<b>82.94</b>
(iii)	<b>Fair value of Plan Assets</b>			
	Fair value of Plan Assets at beginning of period	97.78	82.94	61.59
	Adjustment to Opening Fair Value of Plan Assets	9.04	(3.24)	
	Actual Return on Assets	7.30	5.18	4.82
	Contributions	26.39	27.39	25.96
	Benefits paid	(8.83)	(0.83)	(9.42)

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

Sr. No.	Particulars	31-Mar-2024*	31-Mar-2023	31-Mar-2022
	Fair value of Plan Assets at the end of the period	131.67	111.44	82.94
	Funded status(Including past service cost)	(19.35)	(13.51)	(5.21)
	Excess of Actual over estimate return on Plan Assets	(1.08)	(0.98)	0.58
(iv)	Actuarial Gain / (loss) recognized			
	Actuarial Gain / (Loss) for the period – (obligation)	(5.69)	(7.05)	(17.61)
	Actuarial Gain / (Loss) for the period – (Plan assets)	(1.07)	(0.98)	0.58
	Total Gain/(Loss) for the period	(6.77)	(8.03)	(17.03)
	<b>Net Actuarial Gain / (Loss) recognized for the period</b>	<b>(6.77)</b>	<b>(8.03)</b>	<b>(17.03)</b>
(v)	Amount to be recognized in Balance Sheet and Profit & Loss Account			
	PVO at end of period	24.49	16.63	88.15
	Fair value of Plan Assets as at the end of the period	131.67	111.44	82.94
	Funded Status	-	-	(5.21)
	Unrecognized Actuarial Gain/(Loss)			
	<b>Net Asset/(liability) recognized in Balance Sheet</b>	<b>(19.35)</b>	<b>(13.51)</b>	<b>(5.21)</b>
(vi)	Expenses Recognized in Profit & Loss Account			
	Current Service Cost	27.73	24.80	18.06
	Interest Cost	8.24	5.78	3.24
	Expected return on Plan assets	(8.38)	(6.16)	(4.24)
	Net Actuarial (Gain) / loss recognized in the period	6.77	8.03	17.03
	<b>Expenses Recognized in Profit &amp; Loss Account</b>	<b>34.36</b>	<b>32.44</b>	<b>34.09</b>
(vii)	Opening Net Assets/(Liability)	(20.41)	(5.21)	2.92
	Adjustment to Opening Fair Value of Plan Assets	(9.04)	(3.24)	-
	Expenses as above	10.32	(32.44)	(34.09)
	Contribution paid	(14.13)	27.39	25.96
	<b>Closing Net Assets/ (Liability)</b>	<b>(19.35)</b>	<b>(13.51)</b>	<b>(5.21)</b>

In case of Emagine People Technologies Private Limited, during the year FY 2023-24, there was no staff cost incurred by the Indian subsidiary. Hence The provisions of gratuity laws do not apply to Company for FY 2023-24. Also considering the management plans to revive the Company through restructuring of operations, the balance held in gratuity assets (net) has been fully provided.

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

30. Disclosures with regard to the new amendments under “Division I of Schedule III” under “Part I – Balance Sheet - General Instructions for preparation of Balance Sheet” in relation to the following clauses Y (i), (ii), (iii), (iv), (v), (vi), (vii) (viii), (ix), (x), (xi), (xiii), and (xiv) are as under:

- (i) The Group has not revalued any of its property during the restated years FY 2023-24, FY 2022-23, FY 2021-22.
- (ii) The Group has not granted loans to Enterprise over which Key Managerial Personnel are able to exercise significant influence.
- (iii) Capital-Work-in Progress (CWIP):  
For Capital-work-in progress, following ageing schedule shall be given:

(Amount Rs in lacs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 Year	More than 3 Years	
Projects in Process	749.68	-	-	-	749.68
Projects temporally suspended	-	-	-	-	-

- (iv) The Group does not have any Intangible assets under development
- (v) There are no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder
- (vi) The Group does not have any borrowings from banks or financial institutions on the basis of security of current assets.
- (vii) The Group has not been declared a Wilful Defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (viii) The Group has not entered into any transaction with companies struck off under section 248 of the Companies Act 2013. Hope we have the proof for each vendor companies.
- (ix) 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.
- (xiii) The Group has not entered into any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013.
- (xiv) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

No funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

The Group has not declared or paid any dividend during FY 2023-24, FY 2022-23, FY 2021-22.

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

31. Disclosure with regard to the new amendments under “Division I of Schedule III” under “Part II – Statement of Profit and Loss - General Instructions for preparation of Statement of Profit and Loss” in relation to the following clauses:

- (i) The Group does not have transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during financial year in the tax assessments under the Income Tax Act, 1961.
- (ii) The Group is not required to spend for Corporate Social Responsibility (CSR). The provision of CSR is not applicable to foreign subsidiaries.
- (iii) The Group has not traded or invested in Crypto currency or Virtual Currency during any financial year.

32. In terms of Accounting Standard 18, the disclosure of transactions with the related parties as defined in the Accounting Standard is given below:

(a) List of related parties where control exists and nature of relationship is as under:

A) Subsidiaries

- Emagine People Technologies Private Limited
- James Douglas Professional Search India Private Limited
- EMA Partners Singapore Pte. Limited
- EMA Partners Executive Search Limited
- EMA Decision Dynamics Private Limited
- EMA Partners Executive Search Private Limited
- RecCloud Technologies Private Limited (Stepdown Subsidiaries)
- James Douglas Professional Search Limited (Stepdown Subsidiaries)

c) Other related parties

- Selectema Consulting Private Limited
- Twin Star Search Partners
- K Subbaraman

d) Key Managerial Personnel

- K. Sudarshan
- S. Krishnaprakash
- Ravi Swamy

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

- (b) Transactions during the year of restated consolidated Financials for FY 2023-24, FY 2022-23, FY 2021-22 with related parties along with outstanding balances, if any, are as under

(in ₹ Lakh)

Sr. No.	Nature of Transactions	Name of related party	31-Mar-24	31-Mar-23	31-Mar-22
1	Remuneration	K. Sudarshan	177.64	396.76	417.81
		S. Krishnaprakash	24.00	74.00	71.00
		Ravi Swamy	41.28	-	-
		A. Ramachandran	101.82	101.81	255.93
		Shekhar Ganapathy	18.00	18.00	-
	Repayment of loan taken	K. Sudarshan	-	-	30.00
	Professional Fees	K Subbaraman	18.00	4.50	-
	Reimbursement of expense	Ravi Swamy	3.88	-	-
2	Rent Paid	Selectema Consulting India Private Limited	48.60	45.00	45.00
	Payment of expenses made by the Company	Selectema Consulting India Private Limited	0.03	0.18	0.10
	Professional Fees Paid	Selectema Consulting India Private Limited	-	-	10.00
		Twinstar Search Partners	3.11	-	10.00

- (c) Outstanding Balance, if any for year ended 31 March 2024, 31 March 2023, 31 March 2022 with related parties

(in ₹ Lakh)

Sr. No.	Nature of Transactions	Name of related party	31-Mar-24	31-Mar-23	31-Mar-22
1	Remuneration payable	K. Sudarshan	38.34	114.22	119.95
		A. Ramachandran	22.37	55.67	-
		S. Krishnaprakash	-	32.38	-
		Ravi Swamy	4.86	-	-
		Shekhar Ganapathy	1.35	-	-
	Trade payables	K. Subbaraman	1.35	1.35	-
2	Amount recoverable for Expenses incurred on behalf of Related party	Selectema Consulting India Private Limited	-	-	0.17
	Security Deposits	Selectema Consulting India Private Limited	21.50	20.00	20.00
	Amount payable for service availed	Selectema Consulting India Private Limited	-	-	10.80
		Twinstar Search Partners	-	-	10.80
	Trade payables	Twinstar Search Partners	3.36	-	-

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

**33. Disclosure for Operating Leases as required by Accounting Standard 19 - Leases**

Disclosures in respect of Office Premises:

a. Significant leasing arrangements

- i. The Company has given refundable interest free security deposits under all agreements of premises taken on operating lease.
- ii. Certain agreements contain provision for renewal.
- iii. Certain agreements contain provision for early termination by either party by giving prior notice in writing.
- iv. None of the agreements permits the Company to enter into sub-lease arrangements in respect of leased assets.

b. Disclosures in respect of operating lease payments: -

	(in ₹ Lakh)		
	31-Mar-2024	31-Mar-2023	31-Mar-2022
Not Later than one year	Nil	Nil	49.93
Later than one year and not later than 5 years	Nil	Nil	24.00
Later than five years	Nil	Nil	Nil
Lease payments recognized as expense in Statement of Profit and Loss	90.06	64.97	76.08

- c. No contingent rent has been recognized as expense during any of the year.

34. As on March 31, 2024,

- The entire net worth of a subsidiary Emagine People Technologies Private Limited has been eroded as at March 31, 2024. Further, during the year, major revenue has been from the group companies and employees are also transferred to other group companies. Considering the management assessment and plan to review its Indian subsidiary Emagine People Technologies Private Limited through restructuring of operations in coming financial year including looking for merger as a going concern with any group entity and provided with financial and operation support by holding company, the accounts of the subsidiary has been prepared on going concern basis.
- In case of subsidiary EMA Decision Dynamics Private Limited, its management has decided to drop the business plan to provide services as stated in the Memorandum of Association and there is no other business plan underway. The financial statements have also not been prepared on going concern assumption.
- There was no impairment of other asset identified by the Management. Accordingly, no provision towards impairment in these respects have been considered necessary in the books of account.

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

35. The entities in Group to whom the Micro Small and Medium Enterprises Development Act 2006 is applicable has asked for information from its suppliers to compile information from them about their coverage under the Micro Small and Medium Enterprises Development Act 2006. Based on the information available with the Holding Company and to the extent so identified by the Holding Company there are no dues pending at the end of the year to any suppliers registered as Micro, Medium or Small enterprises under the said Act.

<b>Particulars</b>	<b>31-Mar-2024</b>	<b>31-Mar-2023</b>	<b>31-Mar-2022</b>
Principal amount due to suppliers under MSMED	Nil	Nil	Nil
Interest accrued and due on the above amount, unpaid	Nil	Nil	Nil
Payment made to suppliers (other than interest) beyond the appointed day during the year	Nil	Nil	Nil
Interest paid to supplier under MSMED	Nil	Nil	Nil
Interest due and payable towards suppliers under MSMED towards payments already made	Nil	Nil	Nil
The amount of interest remaining due and payable for earlier years	Nil	Nil	Nil

**36. Earnings per Share (EPS)**

(in ₹ Lakh)

<b>Particulars</b>	<b>31-Mar-2024</b>	<b>31-Mar-2023</b>	<b>31-Mar-2022</b>
Net Profit after Taxes (attributable to Equity shareholders) – used as Numerator in ` - (A)	1,427.30	307.08	1,127.06
Weighted average number of Equity Shares Outstanding during the period – used as Denominator- (B)*	1,69,98,570	1,70,04,595	1,70,14,000
Face Value of Equity Shares (In Rs.)	5	5	5
Basic Earnings per Share – (A) / (B) (In Rs.)	8.40	1.81	6.62
Diluted Earnings per Share – (A) / (B) (In Rs.)	8.40	1.81	6.62

\* EPS for all years have been recasted after factoring in change in face value of equity shares (Refer note 3(f)) and bonus issue of equity shares to its equity shareholders (Refer note 3(g))

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

**37. Effective tax rate reconciliation for the years ended 31 March 2024, 31 March 2023 and 31 March 2022**

(in ₹ Lakh)

	31-Mar-24	31-Mar-23	31-Mar-22
Profit / (Loss) before tax	1,668.09	392.98	1,381.01
Applicable tax rate	25.17%	25.17%	27.82%
<b>Expected Tax Expense [A]</b>	<b>419.83</b>	<b>98.91</b>	<b>384.20</b>
Expenses not allowed as deduction	(1.99)	-	-
Profit of subsidiaries not subject to tax or to tax at different rate	(204.37)	25.32	(151.32)
Earlier years (written back)/provided	(2.49)	(23.69)	-
Capital gain taxed at a different rate	(4.62)	(1.20)	-
<b>Total Adjustments [B]</b>	<b>(213.46)</b>	<b>0.43</b>	<b>(151.32)</b>
<b>Actual Tax Expense [C = A+B]</b>	<b>206.36</b>	<b>99.34</b>	<b>232.88</b>
<b>Total tax incidence</b>			
Provision For Tax	217.78	123.74	233.33
Earlier years (written back)/provided	(2.49)	(23.69)	-
Deferred Tax	(8.93)	(0.71)	(0.45)
<b>Total expense recognised in the statement of profit and loss [D]</b>	<b>206.36</b>	<b>99.34</b>	<b>232.88</b>

**38. Statement of adjustments to the audited consolidated financial statements as at and for the years ended 31 March, 2024, 31 March 2023 and 31 March 2022**

Summarized below are the restatement adjustments made to the audited consolidated financial statements for the years ended March 31, 2024, March 31, 2023 & March 31, 2022 and their impact on equity and the Profit/(loss) of the group.

**Part A : Statement of restatement adjustments to audited consolidated financial statements**

**Reconciliation between total equity as per audited statutory financial statements and restated consolidated financial information:**

(in ₹ Lakh)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total Shareholders' Funds as per audited consolidated financial statement	5,401.56	3,996.77	3,944.16
<b>Restatement adjustments:</b>			
-Audit qualifications	-	-	-
-Other adjustments	-	-	-
<b>Total Shareholders' Funds as per restated consolidated statement of assets and liabilities</b>	<b>5,401.56</b>	<b>3,996.77</b>	<b>3,944.16</b>

**Reconciliation between profit for the year after tax as per audited statutory financial statements and restated profit after tax as per restated consolidated financial information:**



**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

Particulars	(in ₹ Lakh)		
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Profit/(Loss) for the year as per audited consolidated financial statement	1,427.30	307.07	1,127.06
<b>Restatement adjustments:</b>			
-Audit qualifications	-	-	-
-Other adjustments	-	-	-
<b>Profit/(Loss) for the year as per restated consolidated statement of profit and loss</b>	<b>1,427.30</b>	<b>307.07</b>	<b>1,127.06</b>

**Part B : Material regrouping/reclassifications**

Appropriate regrouping/reclassification have been made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss & Restated Consolidated Statement of Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Audited consolidated financial statement for year ended 31 March 2024 prepared in accordance with Generally Accepted Accounting Principles (“GAAP”) in India and to comply in all material respects with the applicable, Accounting Standards prescribed under section 133 of the Companies Act, 2013 (“Act”) read with relevant rules and other relevant provisions of the Act and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

**i) Impact on financial information line items:**

(in ₹ Lakh)				
Particulars	Notes	Amount for the year ended 31 March 2024 (Reported)	Adjustments	Amount for the year ended 31 March 2024 (Restated)
Trades Payable	9			
- Total outstanding dues of micro enterprises and small enterprises		0.67	0.15	0.82
- Total outstanding dues of creditors other than micro enterprises and small enterprises		66.23	(0.15)	66.08
Other current liabilities	10	811.14	(258.08)	553.06
Short-term provisions	11	483.28	258.08	741.36
Revenue from operations	20	6,732.24	(2.62)	6,729.62
Other expenses	24	1,244.58	(2.62)	1,241.96
Net Profit before taxation	Cash Flow Statement - Cash flow from operating activities	1,633.64	34.45	1,668.09
Interest Paid On Loans	Cash Flow Statement - Cash flow from operating activities	0.00	18.62	18.62

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

Minority Interest	Cash Flow Statement - Cash flow from operating activities	11.73	(34.45)	-22.72
Interest Paid On Loans	Cash Flow Statement - Cash flow from financing activities	0.00	18.62	18.62

(in ₹ Lakh)

Particulars	Notes	Amount for the year ended 31 March 2023 (Reported)	Adjustments	Amount for the year ended 31 March 2023 (Restated)
Other current liabilities	10	634.75	(95.19)	539.56
Short-term provisions	11	508.05	95.19	603.24
Property, Plant and Equipment	12			
(i) Tangible assets		944.50	(0.04)	944.46
(ii) Intangible assets		0.00	0.04	0.04
Revenue from operations	20	5,087.01	(72.73)	5,014.28
Other Income	21	93.16	(1.28)	91.88
Other expenses	24	1,172.57	(74.01)	1,098.56
Net Profit before taxation	Cash Flow Statement - Cash flow from operating activities	406.42	(13.44)	392.98
Interest Paid On Loans	Cash Flow Statement - Cash flow from operating activities	0.00	18.86	18.86
Minority Interest	Cash Flow Statement - Cash flow from operating activities	-61.40	13.44	-47.96
Interest Paid On Loans	Cash Flow Statement - Cash flow from financing activities	0.00	18.86	18.86

(in ₹ Lakh)

Particulars	Notes	Amount for the year ended 31 March 2022 (Reported)	Adjustments	Amount for the year ended 31 March 2022 (Restated)
Short-term Borrowings	8	0.00	84.36	84.36
Other current liabilities	10	665.65	(86.62)	579.03
Long term loans and advances	13	612.82	(76.15)	536.67
Other non-current assets	14	74.00	76.15	150.15
Other current assets	19	108.35	(2.26)	106.09

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

Interest Paid On Loans	Cash Flow Statement - Cash flow from operating activities	0.00	43.68	43.68
Interest Paid On Loans	Cash Flow Statement - Cash flow from financing activities	0.00	43.68	43.68

The above reclassifications in previous year have been made, wherever necessary to confirm to the current year classification/disclosure and do not have any impact on the profit, hence there is no change in the restated basic and diluted earnings per share of the previous year. These reclassifications do not have any impact on the restated equity at the beginning of 31 March 2022.

**Part C: Non-adjusting items**

**A) Emphasis of Matters not requiring adjustments to Restated Consolidated Financial Information are reproduced below in respect of the Audited Consolidated Financial Statements for the years ended 31 March 2024, 31 March 2023 and 31 March 2022.**

**Auditor's Report on Consolidated Financial Statements at and for the year ended 31 March 2024**

We draw attention to the following matters in relation to the Consolidated Financial Statements:

- a) Note 33 which indicates that the subsidiary Emagine People Technologies Private Limited has been eroded as at March 31, 2024. Further, during the year, major revenue has been from the group companies and employees are also transferred to other group companies. These events and conditions along with the other matters indicate that a material uncertainty exists that may cast significant doubt on the subsidiary's ability to continue as a going concern. However, the Management has assessed the present position and has plans to revive the Company through restructuring of operations in coming financial year including looking for merger as a going concern with any group entity and agreed to provide financial and operational support, the financial statements for the year ended March 31, 2024 of the subsidiary have been prepared on a going concern basis.
- b) Note 33 which indicates that financial statements for the year ended March 31, 2024 of subsidiary EMA Decision Dynamics Private Limited pursuant have been prepared and presented on a 'not a going concern' basis and therefore, all assets and liabilities have been valued at their realizable value and recorded in the financial statement on the best estimates of the Management.

**Other Matters**

We did not audit the financial statements of following foreign subsidiaries included in the Consolidated financial statements:

- a) subsidiary incorporated in Dubai, UAE, whose consolidated financial statements reflect total assets (net) of ₹ 1,243.13 lakhs (AED 54.73 lakhs) as at March 31, 2024, total profit of ₹ 666.17 lakhs (AED 29.54 lakhs) and net cash flows amounting to ₹ 618.62 lakhs (AED 27.24 lakhs), for the year ended on that date considered in the consolidated financial statements.
- b) Subsidiary incorporated in Singapore, whose financial statements reflect total assets (net) of ₹ 387.63 lakhs (SGD \$ 6.28 lakhs) as at March 31, 2024, total profit of ₹ 256.04 lakhs (SGD \$4.16 lakhs) and net cash flows amounting to ₹ 321.38 lakhs (SGD \$ 5.21 lakhs), for the year ended on that date considered in the consolidated financial statements.

These Financial statements and other information have been prepared in accordance with the accounting principles generally accepted in their respective countries which have been audited by other auditors. The holding Company's management has converted the financial statements and other information of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments, if any, made by the Holding Company's Management. Our opinion in so far as it relates to the balances and affairs

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

of such subsidiaries located outside India is based on the reports of the other auditors and the conversion adjustments prepared by the management of the Holding Company.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below are not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**Auditor's Report on Consolidated Financial Statements as at and for the year ended 31 March 2023**

We draw attention to the following matters in relation to the Consolidated Financial Statements:

- a) Note 34 which indicates that the subsidiary Emagine People Technologies Private Limited has incurred accumulated losses of Rs. 30.26 Lakhs as at March 31, 2023 and has also eroded entire net worth as on March 31, 2023. These events and conditions along with the other matters indicate that a material uncertainty exists that may cast significant doubt on the subsidiary's ability to continue as a going concern. However, in view of the Management assessment and agreed to provide necessary financial and operational support by the company as may be required to enable it to continue its business operations, financial statements for the year ended March 31, 2023 of the subsidiary have been prepared on a going concern basis.
- b) Note 34 which indicates that financial statements for the year ended March 31, 2023 of subsidiary EMA Decision Dynamics Private Limited pursuant have been prepared and presented on a 'not a going concern' basis and therefore, all assets and liabilities have been valued at their realizable value and recorded in the financial statement on the best estimates of the Management.

The above matters do not require adjustment to Restated Consolidated Financial Information.

**Other Matters**

We did not audit the financial statements of following foreign subsidiaries included in the Consolidated financial statements:

- a) subsidiary incorporated in Dubai, UAE, whose consolidated financial statements reflect total assets (net) of 555.25 lakhs (AED 24.82 lakhs) as at March 31, 2023, total Loss of 52.08 lakhs (AED 2.37 lakhs) and net cash flows amounting to 270.68 lakhs (AED 12.10 lakhs), for the year ended on that date considered in the consolidated financial statements.
- b) Subsidiary incorporated in Singapore, whose financial statements reflect total assets (net) of 131.27 lakhs (SGD \$ 2.12 lakhs) as at March 31, 2023, total Loss of 22.38 lakhs (SGD \$0.38 lakhs) and net cash flows amounting to 77.93 lakhs (SGD \$ 1.26 lakhs), for the year ended on that date considered in the consolidated financial statements.

These Financial statements and other information have been prepared in accordance with the accounting principles generally accepted in their respective countries which have been audited by other auditors. The holding Company's management has converted the financial statements and other information of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments if any, made by the Holding Company's Management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of the other auditors and the conversion adjustments prepared by the management of the Holding Company.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below are not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**Auditor's Report on Consolidated Financial Statements as at and for the year ended 31 March 2022**

**Other Matters**

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

- a) We did not audit the financial statements of the foreign subsidiary incorporated in Dubai, UAE, whose financial statements reflect total assets (net) of 605.82 lakhs (AED 29.36 lakhs) as at March 31, 2022, total profit of 381.57 lakhs (AED 18.84 lakhs) and net cash flows amounting to 565.11 lakhs (AED 27.38 lakhs), for the year ended on that date considered in the consolidated financial statements. These Financial statements of subsidiary in Dubai, UAE have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiary are based solely on the reports of the other auditors.
- b) We did not audit the financial statements of the foreign subsidiaries incorporated in Singapore, whose financial statements reflect total assets (net) of 144.04 lakhs (SGD \$ 2.57 lakhs) as at March 31, 2022, total Loss of 32.77 lakhs (SGD \$0.59 lakhs) and net cash flows amounting to 116.09 lakhs (SGD) \$ 2.07 lakhs), for the year ended on that date considered in the consolidated financial statements. These Financial statements of subsidiary in Singapore are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiary is based solely on such unaudited financial statements.
- c) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below are not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**B) Audit qualifications for the respective years, which do not require any adjustments in the restated consolidated financial information are as follows:**

There are no audit qualification in auditor's report for the audited consolidated financial statements for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.

**C) CARO related adjustments**

There are no qualifications or adverse remarks per the requirements of the Companies (Auditor's Report) Order, 2020, in the auditor's report pertaining to the audited consolidated financial statements for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022.

**D) Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) Auditor's Report on Consolidated Financial Statements at and for the year ended 31 March 2024**

There are no qualifications or adverse remarks, in the auditor's report pertaining to the audited consolidated financial statements for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022.

The above matters do not require adjustment to Restated Consolidated Financial Information.

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

39. Statement of key terms to the borrowings of the Group as at and for the years ended 31 March, 2024, 31 March 2023 and 31 March 2022:

Sr. No.	Name of Company	Name of the Lender	Date of sanction letter/ facility agreement	Nature of loan	Rate of interest (% per annum)	Sanctioned amount (in ₹ Lakh)	Total principal loan outstanding amount as on <b>March 31, 2024</b> (in ₹ Lakh)	Repayment Schedule	Prepayment penalty/conditions	Purpose for which the loan was sanctioned	Nature of Security	Whether the loan is utilised for the purpose for which it was availed
1	EMA Partners India Private Limited	Axis Bank Limited	PCR032810462329	Loan against property	8.70%	560.00	558.29	180 months starting March 10, 2024	No prepayment penalty	Purchase of Property	Property	Yes
2	EMA Partners India Private Limited	Mercedes Benz Financial Services India Private Limited	10159964	Vehicle Loan	8.45%	94.40	87.40	48 months starting January 4, 2024	4% of prepayment amount	Purchase of Vehicle	Vehicle	Yes
3	EMA Partners Executive Search Private Limited	Mercedes Benz Financial Services India Private Limited	10159980	Vehicle Loan	8.45%	72.50	66.79	48 months starting January 4, 2024	4% of prepayment amount	Purchase of Vehicle	Vehicle	Yes
4	EMA Partners Executive Search Private Limited	BMW India Financial Services Private Limited	CN00194584	Vehicle Loan	9.25%	50.00	36.47	48 months starting August 1, 2021	3% of principal amount outstanding	Purchase of Vehicle	Vehicle	Yes
5	EMA Partners India Private Limited	HDFC Bank Limited	124044440	Vehicle Loan	7.20%	20.09	9.08	48 months starting December 5, 2021	6% of Principal outstanding for pre closures within 1 year from 7 <sup>th</sup> EMI.	Purchase of Vehicle	Vehicle	Yes

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

										5% of Principal Outstanding for pre-closures within 13-24 months from 1 <sup>st</sup> EMI			
										3% of Principal Outstanding for pre-closures post 24 months from 1 <sup>st</sup> EMI			

S. No.	Name of Company	Name of the Lender	Date of sanction letter/ facility agreement	Nature of loan	Rate of interest (% per annum)	Sanctioned amount (in ₹ Lakh)	Total principal loan outstanding amount as on <b>March 31, 2023</b> (in ₹ Lakh)	Repayment Schedule	Prepayment penalty/conditions	Purpose for which the loan was sanctioned	Nature of Security	Whether the loan is utilised for the purpose for which it was availed
1	EMA Partners Executive Search Private Limited	BMW India Financial Services Private Limited	CN00194584	Vehicle Loan	9.25%	50.00	41.93	48 months starting August 1, 2021	3% of principal amount outstanding	Purchase of Vehicle	Vehicle	Yes
2	EMA Partners India Private Limited	HDFC Bank Limited	124044440	Vehicle Loan	7.20%	20.09	14.03	48 months starting December 5, 2021	6% of Principal outstanding for pre closures within 1 year from 7 <sup>th</sup> EMI. 5% of Principal Outstanding for pre- closures within 13-24 months from 1 <sup>st</sup> EMI	Purchase of Vehicle	Vehicle	Yes

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

										3% of Principal Outstanding for pre-closures post 24 months from 1 <sup>st</sup> EMI			
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S. No.	Name of Company	Name of the Lender	Date of sanction letter/ facility agreement	Nature of loan	Rate of interest (% per annum)	Sanctioned amount (in ₹ Lakh)	Total principal loan outstanding amount as on <b>March 31, 2022</b> (in ₹ Lakh)	Repayment Schedule	Prepayment penalty/conditions	Purpose for which the loan was sanctioned	Nature of Security	Whether the loan is utilised for the purpose for which it was availed
1	EMA Partners Executive Search Private Limited	BMW India Financial Services Private Limited	CN00194584	Vehicle Loan	9.25%	50.00	46.92	48 months starting August 1, 2021	3% of principal amount outstanding	Purchase of Vehicle	Vehicle	Yes
2	EMA Partners India Private Limited	HDFC Bank Limited	124044440	Vehicle Loan	7.20%	20.09	18.63	48 months starting December 5, 2021	6% of Principal outstanding for pre closures within 1 year from 7 <sup>th</sup> EMI. 5% of Principal Outstanding for pre- closures within 13-24 months from 1 <sup>st</sup> EMI 3% of Principal Outstanding for pre-closures post 24 months from 1 <sup>st</sup> EMI	Purchase of Vehicle	Vehicle	Yes



**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

3	EMA Partners India Private Limited	ICICI Bank Limited	LBMUM00002082604	Property Loan	9.65%	588.85	292.87	114 months starting May 1, 2014	4% of prepayment amount	Purchase of Property	Property	Yes
4	EMA Partners India Private Limited	Daimler Financial Services India Private Ltd.	10135627	Vehicle Loan	10.84%	40.42	31.11	48 months starting April 4, 2019	4% on the outstanding amount	Purchase of Vehicle	Vehicle	Yes

**EMA PARTNERS INDIA LIMITED**  
**(Formerly known as EMA Partners India Private Limited)**  
**Notes to the Restated Consolidated Financial Information**

40. Previous year figures have been regrouped or rearranged wherever necessary to conform to current year's presentation.

**For EMA Partners India Limited**  
**(Formerly known as EMA Partners India Private Limited)**

**K. Sudarshan**  
**(Managing Director)**  
**DIN:01029826**

**S.Krishnaprakash**  
**(Director)**  
**DIN:01789103**

**Manish Dhanuka**  
**(Chief Financial Officer)**

**Smita Singh**  
**(Company Secretary)**

Place: Mumbai  
Date: 5<sup>th</sup> September 2024

## OTHER FINANCIAL INFORMATION

The accounting ratios derived from Restated Consolidated Financial Information of our Company as required under Item 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as calculated based on the Restated Consolidated Financial Information are given below :

Sr. No.	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
1	Basic EPS (in ₹)	8.40	1.81	6.62
2	Diluted EPS (in ₹)	8.40	1.81	6.62
3	Return on Equity (%)	30.63%	7.84%	33.90%
4	Net Asset Value per share (in ₹)	31.61	23.21	22.85
5	EBITDA (in ₹ Lakhs)	1,648.58	407.79	1,412.26
6	EBITDA Margin (%)	24.50%	8.13%	24.80%

### Notes:

1. *Basic & Diluted EPS = Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year*
2. *Return on Equity = Profit for the period (after deducting Minority Interests) / Average of Net Worth of Current Year & Previous Year*
3. *Net Asset Value per share = Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year.*
4. *EBITDA = Profit Before Tax + Depreciation & Amortisation expense + Finance Cost - Other Income.*
5. *EBITDA Margin = EBITDA / Revenue from Operations*

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of (i) Our Company, (ii) EMA Partners Executive Search Private Limited, (iii) EMA Partners Executive Search Limited (Dubai) and (iv) EMA Partners Singapore Pte. Limited for year ended March 31, 2024, March 31, 2023 and March 31, 2022 (collectively, the “**Audited Financial Statements**”) are available on our website at [www.emapartners.in](http://www.emapartners.in).

The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) the Red Herring Prospectus (iii) the 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 or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision.

Neither our Company, its subsidiaries or any of its advisors, nor any of the Selling Shareholders, nor BRLM 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.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Business Overview:

EMA Partners India Limited was incorporated as Executive Management Associates in 2003 and rechristened later as EMA Partners India Private Limited, a member of EMA Partners International Limited. In the year 2011, EMA Partners India Limited broadened its framework within the EMA framework by incorporating a subsidiary in Singapore. In 2016, a wholly owned subsidiary was incorporated in Dubai to capture the growing middle east market. In 2021, our step-down subsidiary, Recloud Technologies Private Limited was incorporated. In 2023, MyRCloud – a comprehensive technology first recruitment marketplace platform for hiring at scale was developed by Recloud Technologies Private Limited. In the year 2021-22, the consolidated revenue of EMA group crossed ₹ 50 crore. In the year 2021, James Douglas Professional Search India Private Limited was incorporated to capture the mid to senior level market in India and in 2022, James Douglas Professional Search India Limited was incorporated to capture the mid to senior level market in the middle east.

The three operating segments of the company namely **Board & C level Retained Search, Mid to Senior level Executive Search and Entry to mid-level Technology based Market place hiring** showed significant growth during the year. The consolidated Total Revenue grew by 35% from ₹ 5,106.16 lakhs in the year 2022-23 to ₹ 6,883.45 lakhs in the year 2023-24.

The overseas subsidiaries based in the UAE and Singapore also recorded robust growth numbers in the year 2023-24. The revenue in the financial year 2023-24 grew at 55% and 259% in UAE and Singapore, respectively from the year 2022-23.

### Key Performance Indicators (KPI):

*(₹ in lakhs unless otherwise specified)*

KEY PERFORMANCE INDICATORS	31-Mar-24	31-Mar-23	31-Mar-22
REVENUE FROM OPERATIONS	6,729.62	5,014.28	5,695.68
EBITDA	1,648.58	407.79	1,412.26
EBITDA MARGIN %	24.50%	8.13%	24.80%
PAT	1,427.30	307.07	1,127.06
PAT MARGIN %	20.74%	6.01%	19.48%
NET WORTH	5,373.96	3,945.54	3,888.47
RETURN ON EQUITY %	30.63%	7.84%	33.90%
DEBTORS TURNOVER RATIO – DAYS	85	96	67
FEE EARNERS (NUMBER)	28	22	20
OPERATING REVENUE PER FEE EARNING EMPLOYEE	240.34	227.92	284.78

## **KPI – Formulas**

<b>KPI</b>	<b>FORMULA</b>
REVENUE FROM OPERATIONS	Revenue from Operations (excluding other income)
EBITDA	EBITDA = Profit Before Tax + Depreciation & Amortisation expense + Finance Cost - Other Income
EBITDA MARGIN %	EBITDA / Revenue from Operations (%)
PAT	Profit After Tax from Continuing Operations (after deducting minority interests)
PAT MARGIN %	PAT / Total revenue
NET WORTH	Net Worth = Share Capital + Balance in Profit and Loss + Security Premium
RETURN ON EQUITY (ROE) %	ROE = Profit for the period (after deducting minority interests) / Average of Net Worth of Current Year & Previous Year
DEBTORS' TURNOVER RATIO - DAYS	365/ (Revenue from Operations/ Average of Trade receivables of Current year and Previous Year)
FEE EARNERS	Employees who contribute directly to the revenues of the company as recognised by the Company's Management.
OPERATING REVENUE PER FEE EARNER	Revenue from Operations / No. of Fee Earning employees

## **KPI Description**

<b>KPI</b>	<b>DESCRIPTION</b>
REVENUE FROM OPERATIONS	Revenue from Operations is used by Management to track the performance and growth of the company.
EBITDA	EBITDA gives a comprehensive view of the health of the company as it considers all sources of Operating Income. It's the aggregate of the consolidated restated profit before tax, depreciation and amortisation expense and finance costs, less other income, for the relevant year.
EBITDA MARGIN	EBITDA Margin is a financial ratio that measures the profitability of the company as a percentage of its Revenue from Operations
PAT	Profit after Tax gives the overall profitability of business.
PAT MARGIN	PAT Margin is a ratio that measures the profitability of the company as a percentage of its Total Revenue
NET WORTH	Net Worth represents the Shareholders' funds invested in the business.
RETURN ON EQUITY (ROE)	Return on Equity (ROE) represents the percentage of Net profit on the Average of Net Worth. This ratio measures the return on Shareholders' funds.
DEBTORS TURNOVER RATIO - DAYS	Debtors' turnover ratio (days) gives the number of days taken by the company to collect its trade receivables.
FEE EARNERS	Fee Earners refer to all employees from the position of Associate Directors and upwards who contribute to the company's revenue.
OPERATING REVENUE PER FEE EARNING EMPLOYEE	This metric helps the Management to assess the Revenue Contributed by each Fee earner.

## Statement of Significant Accounting Policies:

Please refer notes to the Restated Consolidated Financial Information on page 200.

## Factors affecting the result of our operation:

Our business is subject to various risks and uncertainties, including those discussed in the section titled “Risk factors” beginning on page 36.

We believe that our results of operations, cash flows and financial condition during the periods under review and future periods will be affected by our ability to acquire new clients, retain existing people and hire fresh talent, expand into new geographies, etc. Our growth will also depend on our ability to grow our ‘Entry to mid-level Technology based Market place’ business, expand our ‘Mid to Senior level Executives’ placement business and increase the market share of our ‘Retained Executive Search’ business.

## Result of our operation:

(All amounts are in ₹ lakhs unless stated otherwise)

	Particulars	Year ended 31 Mar 2024	% of Total Revenue	Year ended 31 Mar 2023	% of Total Revenue	Year ended 31 Mar 2022	% of Total Revenue
I.	Revenue from operations	6,729.62	97.77%	5,014.28	98.20%	5,695.68	98.43%
II.	Other Income	153.83	2.23%	91.88	1.80%	90.84	1.57%
III	<b>Total Revenue (I +II)</b>	<b>6,883.45</b>	<b>100.00%</b>	<b>5,106.16</b>	<b>100.00%</b>	<b>5,786.52</b>	<b>100.00%</b>
IV	<b>Expenses:</b>						
	Employee benefit expenses	3,839.08	55.77%	3,507.93	68.70%	3,458.44	59.77%
	Finance Cost	18.62	0.27%	18.86	0.37%	43.68	0.75%
	Depreciation and amortization expense	115.70	1.68%	87.83	1.72%	78.41	1.36%
	Other expenses	1,241.96	18.04%	1,098.56	21.51%	824.98	14.26%
	<b>Total Expenses</b>	<b>5,215.36</b>	<b>75.77%</b>	<b>4,713.18</b>	<b>92.30%</b>	<b>4,405.51</b>	<b>76.13%</b>
V	<b>Profit before exceptional and extraordinary items and tax</b>	<b>1,668.09</b>	<b>24.23%</b>	<b>392.98</b>	<b>7.70%</b>	<b>1,381.01</b>	<b>23.87%</b>
VI	Exceptional Items	-	-	-	-	-	-
VII	Extraordinary Items	-	-	-	-	-	-
VIII	<b>Profit before tax (V-VI-VII)</b>	<b>1,668.09</b>	<b>24.23%</b>	<b>392.98</b>	<b>7.70%</b>	<b>1,381.01</b>	<b>23.87%</b>
	Tax expense:						
	(1) Current tax	217.78	3.16%	123.74	2.42%	233.33	(4.03%)
	(2) Earlier years written back/(provided)	(2.49)	(0.04%)	(23.69)	(0.46%)	-	0.00%
	(3) Deferred tax	(8.93)	(0.13%)	(0.71)	(0.01%)	(0.45)	(0.01%)
IX	Profit (Loss) from the year from continuing operations	<b>1,461.73</b>	<b>21.24%</b>	<b>293.64</b>	<b>5.75%</b>	<b>1,148.13</b>	<b>19.84%</b>
X	Less: Minority Interest	(34.43)	(0.50%)	13.43	0.26%	(21.07)	(0.36%)
XI	Profit/(Loss) for the year	<b>1,427.30</b>	<b>20.74%</b>	<b>307.07</b>	<b>6.01%</b>	<b>1,127.06</b>	<b>19.48%</b>

## Review of Restated Financials:

### Year 2023-24 compared with 2022-23

#### Revenue from operations:

Revenue from operations increased by 34.21% from ₹ 5,014.28 lakhs in the year 2022-23 to ₹ 6,729.62 lakhs in the year 2023-24. Our ‘Retained Executive Search business’ in India, Dubai and Singapore grew by 21%, 55% and 259% respectively. The number of fee earners grew from 22 in 2022-23 to 28 in 2023-24. EMA Dubai and EMA Singapore added 14 and 7 new clients

respectively in the year 2023-24. Higher ticket size of mandates, more spread of market share and new clients contributed to increased revenue in Dubai and Singapore.

**Employee Benefit Expenses:**

Employee benefit expenses increased by 9.44% from ₹ 3,507.93 lakhs in the year 2022-23 to ₹ 3,839.08 lakhs in the year 2023-24. The number of employees increased from 103 in 2022-23 to 114 in 2023-24.

**Depreciation and Amortization expense:**

Depreciation and amortization expense increased by 31.73% from ₹ 87.83 lakhs in 2022-23 to ₹ 115.70 lakhs in 2023-24. The increase in depreciation is primarily driven by the net addition of assets amounting to ₹ 394.46 lakhs during the year.

**Other Expenses:**

Other expenses increased by 13.05% from ₹ 1,098.56 lakhs in 2022-23 to ₹ 1,241.96 lakhs in 2023-24 primarily due to increase in rent for Dubai office premises and Conference & Seminar expenses.

**Tax Expenses:**

Tax expenses increased by 107.73% from ₹ 99.34 lakhs in 2022-23 to ₹ 206.36 lakhs in 2023-24. The increase is in accordance with the increase in profit before tax by 324.47% in 2023-24.

**Profit after tax:**

After accounting for taxes, the Net Profit is ₹ 1427.30 lakhs in the year 2023-24 compared to ₹ 307.07 lakhs in the year 2022-23. The increase in the number of fees earning employees, better performance of overseas offices, etc. helped us to improve from previous year's performance.

**Year 2022-23 compared with 2021-22**

**Revenue from operations:**

Revenue from operations decreased by 11.96% from ₹ 5,695.68 lakhs in 2021-22 to ₹ 5,014.28 lakhs in the year 2022-23, a decrease of ₹ 681.40 lakhs. This is primarily due to decrease in revenue from India search business (EMA Partners India & EMA Partners Executive Search) by ₹ 578.48 lakhs, decrease by 14.57%. Pent up demand during the covid years (2019-2021) caused an increase in the year 2021-22 which normalised in the year 2022-23. However, the number of fee earning employees increased from 20 in 2021-22 to 22 in 2022-23.

**Employee Benefit Expenses:**

Employee benefit expenses increased by 1.43% from ₹ 3,458.44 lakhs in the year 2021-22 to ₹ 3,507.93 lakhs in the year 2022-23.

**Depreciation and Amortization expense:**

Depreciation and amortization expense increased by 12.01% from ₹ 78.41 lakhs in 2021-22 to ₹ 87.83 lakhs in 2022-23. The increase in depreciation is primarily driven by addition of assets amounting to ₹ 36.55 lakhs during the year.

**Other Expenses:**

Other expenses increased by 33.16% from ₹ 824.98 lakhs in 2021-22 to ₹ 1,098.56 lakhs in 2022-23 primarily due to increase in travel expenses, Membership and subscription fee and office expenses.

**Tax Expenses:**

Tax expenses decreased by 57.34 % from ₹ 232.88 lakhs in 2021-22 to ₹ 99.34 lakhs in 2022-23. The decrease is in accordance with the decrease in profit before tax by 71.54% in 2022-23.

**Profit after tax:**

After accounting for taxes, the Net Profit was ₹ 307.07 lakhs in the year 2022-23 compared to ₹ 1,127.06 lakhs in the year 2021-22. Revenue from operations from the India Search business decreased by ₹ 681.40 lakhs due to normalisation in the year post covid surge in revenue and increase in other expenses like travel, office expenses, etc. due to opening post covid.

**Cash flows**

(₹ in lakhs)

Particulars	2023-24	2022-23	2021-22
Net cash flow from operating activities	1,192.36	272.11	832.69
Net cash (used in) investing activities	(1,179.06)	(112.58)	(335.57)
Net cash flow from / (used in) financing activities	683.45	(602.44)	(92.49)

**Cash flows from operating activities:**

In Fiscal 2024, the operating profit before working capital changes (as seen in the restated financial statements) was at ₹ 1,636.82 lakhs which was a result of an all-round growth in our search business more specifically in Dubai (55% Revenue Growth Vs fiscal 2023) and Singapore (259% Revenue Growth Vs fiscal 2023). Adjusting for net working capital outflow and tax payments of ₹ 444.46 lakhs, the net cash generated from operating activities stood at ₹ 1,192.36 lakhs.

In Fiscal 2023, the operating profit before working capital changes (as seen in the Restated Consolidated Financial Information) was at ₹ 468.26 lakhs, which was a result of decrease in revenue from our India Search business by about 15% from the year 2021-22, increase in total expenses by about 4.67%. Adjusting for net working capital outflow and tax payments of ₹ 196.15 lakhs, the net cash generated from operating activities stood at ₹ 272.11 lakhs

In Fiscal 2022, the operating profit before working capital changes (as seen in the Restated Consolidated Financial Information) was at ₹ 1,534.75 lakhs which was a result of increase in consolidated revenue by 78.6% from the previous year which is primarily due to all round growth in our search business. Adjusting for net working capital outflow and tax payments of ₹ 702.06 lakhs, the net cash generated from operating activities stood at ₹ 832.69 lakhs.

**Cash flow from Investing activities:**

In fiscal 2024, Net Cash used in investing activities was ₹ 1,179.06 lakhs. This was mainly on account of purchase of fixed assets by the company, mainly office premises and vehicles

In fiscal 2023, Net Cash used in investing activities was ₹ 112.58 lakhs. This was mainly on account of investment in mutual funds by the company.

In fiscal 2022, Net Cash used in investing activities was ₹ 335.57 lakhs. This was mainly on account of purchase of fixed assets (mainly vehicles) and investment in mutual funds by the company.

**Cash flow from Financing activities:**

In fiscal 2024, Net Cash inflow from financing activities was ₹ 683.45 lakhs. This was mainly on account of borrowings taken to finance the acquisition of fixed assets. Mainly office premises and vehicles.

In fiscal 2023, Net Cash Outflow utilized in financing activities was ₹ 602.44 lakhs. This was mainly for repayment of loans taken for acquisition of property and buy back of shares.

In fiscal 2022, Net Cash Outflow utilized in financing activities was ₹ 92.49 lakhs. This was mainly used for the repayment of loan and interest.



**Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:  
An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

**1. Unusual or infrequent events or transactions**

There has not been any unusual trend on account of our business activity. There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Economic boom or slowdown conditions in the chief geographies that we operate in viz. India Middle east and far east may have a significant bearing on the income from continuing operations. Covid caused significant disruption to our business activities. Revenue from Operations increased by 78.6% in the year 2021-22 from the year 2020-21 primarily due to an increase in hiring activity post covid. However, post covid, the revenue normalized, and Revenue from Operations decreased by 11.96% in the year 2022-23.

There are no other significant economic changes that may materially affect or are likely to affect income from continuing operations.

**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section “*Risk Factors*” beginning on page 36 in the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Future changes in relationship between costs and revenues**

Our Company’s future costs and revenues will be determined by the growth of economies in which we operate, the ability to attract and retain talent, etc.

**5. Increases in net sales or revenue and Introduction of new services or increased sales prices**

Increases in revenues are by and large linked to growth of the economies in which we operate, the quality of the revenue earners we hire, our ability to attract new clients and retain the existing clients.

**6. Status of any publicly announced New Service or Business Segment**

Our Company has not announced any new Service or business segment

**7. Seasonality of business**

Our Company operates in three segments, namely Board & C level Retained Search, Mid to Senior level Executive Search and Entry to mid-level Technology based Market place recruitment. Business fluctuation will depend mainly on the performance of the economies (India, Middle East & Far east) in which we operate. There is no relevance of seasonality in our business given that we are in the employee search business

**8. Dependence on few customers/ clients**

The percentage of contribution of our Company’s Top Customers/ Clients for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 is as follows:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Top 3 Customer	18.96%	23.97%	25.98%
Top 5 Customer	24.03%	30.07%	33.35%
Top 10 Customer	34.47%	40.33%	41.75%

Revenue contribution as a percentage of total revenue exceeds 10% only in the case of 1 customer. However, in the preceding 3 years the concentration has shown a decreasing trend.

## 9. Competitive conditions

Competitive conditions are as described under the Sections “Our *Industry*” and “Our *Business*” beginning on pages 123 and 134, respectively of the Draft Red Herring Prospectus.

## 10. Details of material developments after the date of last balance sheet i.e. March 31, 2024

After the date of last Balance sheet i.e. March 31, 2024, the following material events have occurred after the last audited period:

- a) The Company’s paid-up shares of 422,850 with a face value of ₹ 1 each was consolidated to 84,570 shares with a face value of ₹ 5/-per share vide Special resolution passed by the Shareholders at the Annual General Meeting held on July 10, 2024.
- b) Post the share consolidation as stated above, the Shareholders at the Annual General Meeting held on July 10, 2024, approved allotment of 1,69,14,000 Equity Shares bonus shares in the ratio of 200 (two hundred) Equity Shares for every one Equity Share ₹ 5.
- c) The Company was converted into Public Limited Company vide Special resolution passed by the Shareholders at the Extra- Ordinary General Meeting held on June 12, 2024 and a fresh certificate of incorporation dated August 05, 2024 issued by the Registrar of Companies, Mumbai.
- d) The Company appointed the following persons as Independent Directors on the Board vide special resolution passed by the Shareholders at the Company’s Annual General Meeting held on July 10, 2024.
  1. Ms. Archana Niranjana Hingorani -DIN: 00028037
  2. Mr. Arun Dasmahapatra – DIN: 01550644
  3. Mr. Rajat Kumar Jain – DIN: 00046053
- e) The Company has allotted Fresh Equity Shares 9,13,856 shares on private placement basis by way of preferential allotment of for a value of ₹ 104 each on September 2, 2024.

## CAPITALIZATION STATEMENT

The following table sets forth our capitalization and total debt as of March 31, 2024 (based on our Restated Consolidated Financial Information) and as adjusted to give effect to the Offer. This table should be read in conjunction with the ‘*Summary Financial Information*’, ‘*Risk Factors*’, ‘*Management’s Discussion and Analysis of Financial Condition and Results of Operations*’ and “*Other Financial Information*” contained in the “Financial Information” on pages 64, 36, 252 and 251 respectively.

(₹ in Lakhs except ratio)

PARTICULARS	PRE-OFFER AS AT 31 MARCH 2024	ADJUSTED FOR THE POST- OFFER**
<b>Borrowings</b>		
Current borrowings (including current maturities of Long term Debt)	81.36	[●]
Non-current borrowings	676.66	[●]
<b>Total borrowings</b>	<b>758.02</b>	<b>[●]</b>
<b>Total Equity</b>		
Equity share capital*	4.23	[●]
Reserves and Surplus	5397.33	[●]
<b>Total Equity</b>	<b>5401.56</b>	<b>[●]</b>
<b>Ratio: Non-Current Borrowing/Total Equity</b>	<b>0.13</b>	<b>[●]</b>

*Pursuant to the certificate dated September 15, 2024, issued by M/s. A P Sanzgiri and Co, Chartered Accountants*

*\*These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*

*\*\* These will be updated at the time of filing RHP.*

## FINANCIAL INDEBTEDNESS

Set forth below, is a brief summary of our Company's borrowings as on August 31, 2024 together with a brief description of certain significant terms of such financing arrangements.

- A. Except as stated below, the Promoters have not provided any material guarantees with respect to specified securities of the Company held by them.**

Name of the Promoter	Amount of Guarantee as on August 31, 2024 (₹ in lakhs)	Reason	Individual/entity in whose favour the guarantee has been provided.	Period
Not Applicable				

*Pursuant to the certificate dated September 15, 2024, issued by M/s. A P Sanzgiri and Co, Chartered Accountants*

- B. SECURED LOANS:**

### STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Category of borrowing	Sanctioned Amount (₹ in lakhs)	Outstanding amount as on August 31, 2024 (₹ in lakhs)	Rate of Interest	Tenure	Repayment Terms	Collateral / Asset Charged	Principal Terms and Conditions
Secured Property Loan	560	550.64	8.70% (Floating rate after 6 Months)	180 months starting March 10, 2024	No prepayment penalty after 6 EMI's being debited	Charge created against Property Purchased	*
Secured Vehicle Loan	94.40	75.41	8.45%	48 months starting January 4, 2024	4% of prepayment amount	Charge created against Vehicle Purchased	**
Secured Vehicle Loan	72.50	57.00	8.44%	48 months starting January 4, 2024	4% of prepayment amount	Charge created against Vehicle Purchased	**
Secured Vehicle Loan	50	34.04	9.25%	48 months starting August 1, 2021	3% of principal amount outstanding	Charge created against Vehicle Purchased	***
Secured Vehicle Loan #	20.10	Nil	7.20%	48 months starting from 5 Dec 2021	5% of principal outstanding pre closure within 13-24	Charge created against Vehicle Purchased	****

Category of borrowing	Sanctioned Amount (₹ in lakhs)	Outstanding amount as on August 31, 2024 (₹ in lakhs)	Rate of Interest	Tenure	Repayment Terms	Collateral / Asset Charged	Principal Terms and Conditions
					months from 1st EMI 3% of principal outstanding pre closure post 24 months from 1st EMI		
<b>Total</b>	<b>797</b>	<b>717.09</b>					

Pursuant to the certificate dated September 15, 2024, issued by M/s. A P Sanzgiri and Co, Chartered Accountants  
# Secured Vehicle loan has been prepaid on July 18, 2024.

\* Any "Event of Default" as defined under the loan agreement shall attract penal interest @24% per annum or such other rate of interest as decided by the bank .

\*\* In case the Borrower(s) commits any default in payment or repayment of principal amount of the Loan or interest/ charges due thereon, the Lender will have an unqualified right to disclose or publish the details of such default along with the name of the Borrower(s) and/ or its directors/ partners/ co-applicants, as applicable, as defaulters in such manner and through such media as the Lender may, in their absolute discretion, think fit.

\*\*\* In the event of Borrower's (being in Exempted Entity)/ defaults in or makes a delay in respect of Repayments, BMW Financials services reverses a right to take immediate possession of the Hypothecated Assets in accordance with clause 10.

\*\*\*\* The Borrowers undertakes that the Borrower shall have and maintain sufficient balance in the account of the drawee bank for honour of Payment Instruments on the day when any EMIs herein or the Outstanding balance becomes payable and for the 45 days (forty-five) days thereafter to honour any payment instruments.

#### C. UNSECURED LOANS AS ON 31 August 2024

Category of borrowing	Sanctioned Amount (₹ in lakhs)	Outstanding amount as on August 31, 2024 (₹ in lakhs)	Rate of Interest	Tenure	Repayment Terms	Collateral / Asset Charged	Principal Terms and Conditions
Not Applicable							

Pursuant to the certificate dated September 15, 2024, issued by M/s. A P Sanzgiri and Co, Chartered Accountants

**D. GUARANTEES BY PROMOTER SHAREHOLDER:**

Name of the Promoter	Amount of the Guarantee as on August 31, 2024 (₹ in 'in lakhs)	Reason	Obligations of the Company	Individual/entity in whose favor the guarantee has been provided.	Period	Financial implications in event of default	Security available	Consideration
K.Sudarshan S.Krishnaprakash	560	Loan against property taken by the Company	*	Axis Bank Limited	Tenure of the property loan	Penal Interest Rate @24% p.a.	Charge created against property purchased	N.A.

*Pursuant to the certificate dated September 15, 2024, issued by M/s. A P Sanzgiri and Co, Chartered Accountants*

\* Any "Event of Default" as defined under the loan agreement shall attract penal interest @24% per annum or such other rate of interest as decided by the bank.

## SECTION X: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*The details of outstanding litigations or proceedings relating to our Company and our Directors and our Promoter are described in this section in the manner as detailed below.*

Except as stated in this section and mentioned elsewhere in this Draft Red Herring Prospectus, there are no (i) criminal proceedings, (ii) actions taken by statutory or regulatory authorities, (iii) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last 5 Financial Years, including outstanding action, (iv) claims related to direct and indirect taxes in a consolidated manner, (v) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board, in each case involving our Company, Promoters, and Directors (“**Relevant Parties**”) (vi) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 against our Company since its incorporation from the date of this Draft Red Herring Prospectus; (vii) pending proceedings initiated against our Company for economic offences; (viii) material frauds committed by or against our Company since its incorporation from the date of this Draft Red Herring Prospectus; (ix) defaults for non-payment of statutory dues; (x) fines imposed or compounding of offences against our Company since its incorporation from the date of this Draft Red Herring Prospectus; (xi) matters involving our Company pertaining to violations of securities law; and (xii) outstanding dues to material creditors and small scale undertakings.

For the purpose of (v) above, our Board in its meeting held on September 04, 2024 has considered and adopted a policy of materiality for identification of material litigation involving the Relevant Parties, to be disclosed by our Company in this Draft Red Herring Prospectus:

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, (i) other than criminal proceedings, actions by regulatory authorities and statutory authorities, (ii) disciplinary actions including penalty imposed by SEBI or stock exchanges against the Promoters in the last 5 Financial Years including outstanding action, and tax matters, would be considered ‘material’ if:

- a) The monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of, (i) ₹ 14.27 Lakhs (i.e. 1% (one per cent) of the profit after tax of our Company as per the Restated Consolidated Financial Information of our Company for the last full Financial Year);
- b) The outcome of any such pending proceedings may have a bearing on the business, operations, performance, prospects or reputation of our Company.

Except as stated in this section, there are no outstanding material dues to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

For this purpose, our Board, in its meeting held on September 04, 2024 considered and adopted a policy of materiality for identification of material outstanding dues to creditors. Further, in terms of this Materiality Policy, outstanding dues to any creditors of our Company having monetary value which exceeds 5% (five per cent) of trade payables as per the last Restated Consolidated Financial Information for the Financial Year ended March 31, 2024 shall be considered as material dues (“**Material Dues**”). For outstanding dues to any party which is a MSME, the disclosure will be based on information available with our Company regarding status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder, as has been relied upon by its Statutory Auditor. Details of outstanding dues to material creditors as required under the SEBI ICDR Regulations have been disclosed on our website at [www.emapartners.in](http://www.emapartners.in).

Unless otherwise stated to the contrary, the information provided is as of the date of this Draft Red Herring Prospectus.

#### I. Litigation involving our Company

A. Litigation against our Company		
Sr. No.	Litigation Involving	No. of Proceedings
a)	Criminal Proceedings	Nil
b)	Civil Proceedings	1 <sup>#</sup>
c)	Actions by Statutory/ Regulatory Authorities <sup>1</sup>	Nil

d)	Other Pending Litigations based on Materiality Policy	Nil
e)	Wilful Defaulter: Our Company does not appear on the Wilful Defaulters' list as per the Reserve Bank of India circular on Wilful Defaulters'.	

<b>B. Litigation filed by our Company</b>		
<b>Sr. No.</b>	<b>Litigation Involving</b>	<b>No. of Proceedings</b>
a)	Criminal Proceedings	Nil
b)	Civil Proceedings	Nil
c)	Actions by Statutory/ Regulatory Authorities <sup>1</sup>	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil

## II. Litigation involving Director/s of our Company

<b>A. Litigation against Director/s of our Company</b>		
<b>Sr. No.</b>	<b>Litigation Involving</b>	<b>No. of Proceedings</b>
a)	Criminal Proceedings	1*
b)	Civil Proceedings	1 <sup>#</sup>
c)	Actions by Statutory/ Regulatory Authorities <sup>1</sup>	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil
e)	Wilful Defaulter: None of our Directors appear on the Wilful Defaulters' list as per the Reserve Bank of India circular on Wilful Defaulters'.	

<b>B. Litigations filed by our Director/s</b>		
<b>Sr. No.</b>	<b>Litigation Involving</b>	<b>No. of Proceedings</b>
a)	Criminal Proceedings	Nil
b)	Civil Proceedings	Nil
c)	Actions by Statutory/ Regulatory Authorities <sup>1</sup>	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil

## III. Litigation involving our Promoter/s

<b>A. Litigation against our Promoter/s</b>		
<b>Sr. No.</b>	<b>Litigation Involving</b>	<b>No. of Proceedings</b>
a)	Criminal Proceedings	Nil
b)	Civil Proceedings	1 <sup>#</sup>
c)	Actions by Statutory/ Regulatory Authorities <sup>1</sup>	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil
e)	Disciplinary Action Including Penalty Imposed By SEBI/ Stock Exchanges Against Our Promoters in the last 5 Financial Years including Outstanding Action	
f)	Wilful Defaulter: None of our Promoters appear on the Wilful Defaulters' list as per the Reserve Bank of India circular on Wilful Defaulters'.	

<b>B. Litigations filed by our Promoter/s</b>		
<b>Sr. No.</b>	<b>Litigation Involving</b>	<b>No. of Proceedings</b>
a)	Criminal Proceedings	Nil
b)	Civil Proceedings	Nil
c)	Actions by Statutory/ Regulatory Authorities	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil

<sup>1</sup>The Regulatory or Statutory Authorities for the purpose of this Section include but are not limited to SEBI, RBI etc.



## # Civil Proceedings involving our Promoters, Company and Directors

Mr. Soumitra Agarwal (the “Plaintiff”) an ex-employee of the Company filed a Suit before the Hon’ble City Civil Court at Dindoshi against our Company, Mr. Krishnan Sudarshan, Mr. Subramanian Krishnaprakash and Mr. Shekhar Ganapathy, Directors of the Company, alleging non-payment of salary along with profit share incentive and expense reimbursement with interest thereon.

While the suit was pending for hearing, Mr. Agarwal sought directions from Court for disclosures of electronic and hard copies of emails, invoices and statement of accounts, by way of an application (Notice of Motion No. 3779 of 2017) and the Company, and its Directors filed their replies and Written statements before the Hon’ble Court in this regard.

The Hon’ble Court vide a reasoned Order dated July 25, 2019, dismissed the application of Mr. Agarwal. Subsequently, Mr. Agarwal challenged the Order dated July 25, 2019 under a Writ Petition No. 2546 of 2020 before the Bombay High Court in appellate jurisdiction. The Hon’ble Bombay High Court vide Order dated December 01, 2023, directed the Plaintiff to file a fresh application for production of document so that the relevancy of such documents can be decided by the Trial Court in the context of prayers in the suit. As of now, no such application has been filed, and the Suit No. 3121 of 2017 is pending for framing of issues, after which the trial will commence.

## \*Criminal Proceedings involving Mr. Rajat Kumar Jain, Independent Director of our Company

The Registrar of Companies, Delhi, filed a complaint against the board of directors of Xerox India Limited in 2014. In the year 2014, Mr. Rajat Kumar Jain was the then a Managing Director of Xerox India Limited and was also impleaded in the complaint. This complaint was regarding an excess of ₹ 20 lakhs paid to an expat as managerial remuneration. The Registrar of Companies, Delhi, was of view that this amount was wrongly paid, and the amount should be recovered from the expat. It should be noted that this amount was paid in Fiscal 2008-09, when Rajat Kumar Jain was not on the board of Xerox India Limited. Rajat Kumar Jain and other directors have approached Punjab and Haryana High Court to quash the complaint under section 482 of the Code of Criminal Procedure. While this application is pending, Xerox India Limited has recovered the amount from the expat and disclosed it in its latest annual report, thereby addressing the cause of action.

## TAX CLAIMS

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes involving our Company, Directors and Promoters.

(₹. in lakhs)

Nature of case	Number of cases	Amount involved <sup>(1)</sup>
<b><i>Involving our Company</i></b>		
Direct Tax (Income Tax)	Nil	Nil
Indirect Tax	Nil	Nil
<b>Total</b>	Nil	Nil
<b><i>Involving our Promoters</i></b>		
Direct Tax (Income Tax)	Nil	Nil
Indirect Tax	Nil	Nil
<b>Total</b>	Nil	Nil
<b><i>Involving our Directors (other than Promoters)</i></b>		
Direct Tax (Income Tax)	5	49.75 <sup>(2)</sup>
Indirect Tax	Nil	Nil
<b>Total</b>	<b>5</b>	<b>49.75</b>
<b><i>Involving our Subsidiaries</i></b>		
Direct Tax (Income Tax)	Nil	Nil
Indirect Tax	Nil	Nil
<b>Total</b>	Nil	Nil

(1) To the extent quantifiable

(2) Excludes interest of ₹. 3.82 lakhs and penalty involved

### Material Tax Claims-

<b>Detailed subject matter</b>	Mr. Shekhar Ganapathy, Non-Executive Director has received a show cause notice from the Assistant Commissioner of Income Taxes, Pune for alleged demand of ₹ 46.37 Lakhs payable for the Assessment Year 2007-08 under Section 143(1) of the Income Tax Act, 1961.
<b>State in which the case is being filed</b>	Income Tax Department, Pune
<b>Amount involved</b>	Rs. 46.37 Lakhs
<b>Assessment year</b>	2007-08
<b>Any interim order passed by the authority</b>	Nil
<b>Current Status</b>	The matter is currently pending.

#### IV. Litigation involving our Group Companies

As on date of this Draft Red Herring Prospectus, there are no pending litigation involving our Group Companies which have been considered material in accordance with the Materiality Policy.

#### V. Litigation involving our Subsidiaries

As on date of this Draft Red Herring Prospectus, there are no pending litigation involving our Subsidiaries which have been considered material in accordance with the Materiality Policy.

#### VI. Disclosures pertaining to wilful defaulters and fraudulent borrower:

Neither our Company or the Promoters and nor our Directors are or have been classified as a wilful defaulter or as a fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

#### Material Developments since the last Balance Sheet Date

Except as mentioned under the section titled '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' beginning on page 252 of this Draft Red Herring Prospectus, in the opinion of our Board, there have not arisen any material developments, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability or the value of our assets or our ability to pay material liabilities within the next 12 months.

#### Outstanding Dues to Creditors of our Company

In accordance with the Materiality Policy, our Company has considered such creditors 'material' to whom the amount due is equal to or in excess of 5% (five) percent of the trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Financial Information, i.e. ₹ 3.35 lakhs, as of March 31, 2024 ("**Material Creditors**").

The details of the total outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), Material Creditors and other creditors as on March 31, 2024 is as set forth below:

As of March 31, 2024, the total outstanding dues to such creditors by our Company was ₹ 66.90 lakhs, on a consolidated basis.

Details of outstanding dues owed as at March 31, 2024 to MSME, Material Creditors and other creditors are set out below:

<b>Particulars</b>	<b>No. of Creditors</b>	<b>Amount (₹ in Lakh)</b>
Dues to micro, small and medium enterprises	3	0.82
Dues to Material Creditors	2	53.49
Dues to other creditors	16	12.59
<b>Total</b>	<b>21</b>	<b>66.90</b>

The details pertaining to amounts due along with names of the Material Creditors are available on the website of our Company at [www.emapartners.in](http://www.emapartners.in).

Information provided on the website of our Company is not 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, [www.emapartners.in](http://www.emapartners.in)., would be doing so at their own risk.

## GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. Set out below is an indicative list of all material approvals, consents, licenses, registrations and permits obtained by our Company and our Material Subsidiaries, as applicable, for the purposes of undertaking their respective businesses and operations. Except as mentioned below no further material approvals are required to undertake the Offer. Additionally, unless otherwise stated herein, these approvals, consents, licenses, registrations and permits are valid as on the date of this Draft Red Herring Prospectus. Certain approvals, licenses, registrations and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures. Our Material Subsidiaries viz. EMA Partners Executive Search Limited (Dubai) and EMA Partners Executive Search Private Limited are required to obtain certain approvals in the ordinary course of business under applicable local laws. For further details in connection with the applicable regulatory and legal framework, please refer to the section titled 'Key Industry Regulations and Policies' beginning on page 148 of this Draft Red Herring Prospectus.

Our Company and its Material Subsidiaries has its business located at:

City	Address
Mumbai	Unit No 1201, 12 <sup>th</sup> Floor, B-Wing, One BKC Plot No 66 G Block Near Bank of Baroda Bandra (East) Mumbai – 400051
Mumbai	204, The Summit Premises, Western Express Highway, Sant Janabai Road, Vile Parle East, Mumbai - 400057
Mumbai	Office No 1303 13 <sup>th</sup> Floor, Meraki Arena Moti Baug Opp R.K. Studios, Sion Trombay Road, Chembur East Mumbai -400071
Chennai	GF3, Palani Centre, Old32, Venkata-narayana Road, T Nagar, Chennai Tamil Nadu, - 600017
Delhi NCR	4th Floor, 403 - 404, Vatika Professional Point, Golf Course Extension Road, Manesar, Gurugram, Haryana 122101
Bengaluru	734, 3 <sup>rd</sup> Block, 7 <sup>th</sup> Cross Road, Koramangala, Bengaluru-560034
Dubai	Unit Office GV07/L02/206, Level 2, Gate Village Building 07, Dubai International Financial Centre, Dubai , UAE

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

### Incorporation Details

#### i. Our Company

- The certificate of incorporation dated September 09, 2003 issued by the Registrar of Companies, Mumbai, Maharashtra under the name of “Executive Management Associates India Private Limited”.
- Fresh certificate of incorporation dated February 04, 2004 issued by Registrar of Companies, Mumbai, Maharashtra, consequent upon change of name from “Executive Management Associates India Private Limited” to “EMA Partners India Private Limited”.
- Fresh certificate of incorporation dated August 05, 2024 issued by Registrar of Companies, Mumbai, Maharashtra, consequent upon change of name on conversion to public limited company to “EMA Partners India Limited”.
- The Corporate Identification Number of our Company is U74140MH2003PLC142116.

#### ii. Our Material Subsidiaries

##### ▪ EMA Partners Executive Search Limited (Dubai)

- EMA Partners Executive Search Limited was originally incorporated as ‘EMA Partners Middle East Limited’ as a private company, under the provisions of Companies Law and DIFC Law No. 2 of 2009 issued by the Registrar of Companies of the Dubai International Financial Centre on March 22, 2017.
- There was a change in name from ‘EMA Partners Middle East Limited’ to ‘EMA Partners Executive Search Limited’ via Certificate of Name Change dated August 13, 2017 issued by the Registrar of Companies of the Dubai International Financial Centre.
- The registration number of EMA Partners Executive Search Limited is 2431.

▪ **EMA Partners Executive Search Private Limited**

- a) The certificate of incorporation dated June 14, 2006 issued by the Registrar of Companies, Mumbai, Maharashtra in under name of “EMA Partners Executive Search Private Limited”.
- b) The Corporate Identification Number of our Company is U93090MH2016PTC282379.

**Approvals for the Offer**

**1. Corporate Approvals**

- Our Board has, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution at its meeting held on September 04, 2024 authorized the Offer, subject to the approval of the shareholders and such other authorities as may be necessary.
- The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the EGM held on September 04, 2024 authorized the Offer.
- Our IPO Committee approved this Draft Red Herring Prospectus pursuant to its resolution dated September 16, 2024.

**2. In-Principle Approval from the Designated Stock Exchange**

In-principle approval dated [●] from the NSE Emerge (SME Platform of NSE) for using the name of the exchange in this Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus for listing of the Equity Shares issued by our Company pursuant to the Offer.

**3. Agreements with NSDL and CDSL**

- a) Our Company has entered into an agreement dated August 28, 2024 with the Central Depository Services (India) Limited and the Registrar and Share Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.
- b) Similarly, our Company has also entered into an agreement dated July 19, 2024 with the National Securities Depository Limited and the Registrar and Share Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- c) Our Company’s ISIN is INE0ZOL01023.

**Approvals/ Licenses related to our Business Activities**

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue/ Date of Certificate	Date of Expiry
<b>Our Company</b>						
1)	Importer Exporter Code	The Foreign Trade (Development and Regulation) Act, 1992	Office of Additional Directorate General of Foreign Trade, Ministry of Commerce, Government of India	AABCE2277M	November 26, 2018	One-time registration
2)	Legal Entity Identifier	RBI Guidelines	Legal Entity Identifier India Limited	335800LCLMOM7 YSXMP80	February 26, 2024	February 26, 2029
<b>EMA Partners Executive Search Limited (Dubai)</b>						
1)	Commercial License	DIFC Law No. 2 of 2009	DIFC Registrar of Companies	CL2431	March 22, 2024	March 21, 2025

**Tax related Approvals/ Licenses/ Registrations**

Sr. No.	Authorization granted	Issuing Authority	Registration No./ Reference No./ License No.	Date of Issue	Validity
<b>Our Company</b>					
1.	Permanent Account Number	Income Tax Department, Government of India	AABCE2277M	NA	Valid until cancelled
2.	Tax Deduction Account Number	Income Tax Department, Government of India	MUME04541F	NA	Valid until cancelled
3.	Professional Tax Enrolment Certificate (PTEC) (Form 4)	Maharashtra Sales Tax Department	PT/E/1/1/21/18/15685	March 4, 2004	Valid until cancelled
4.	Professional Tax Registration Certificate (PTRC)	Maharashtra Sales Tax Department	27045237732P	2010	Valid until cancelled
5.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 and Maharashtra Goods and Services Tax Act, 2017	Government of India and Government of Maharashtra	27AABCE2277M1ZD	March 20, 2024	Valid until cancelled
6.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 and Karnataka Goods and Services Tax Act, 2017	Government of India and Government of Karnataka	29AABCE2277M1Z9	August 26, 2024	Valid until cancelled
7.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 and Tamil Nadu Goods and Services Tax Act, 2017	Government of India and Government of Tamil Nadu	33AABCE2277M1ZK	August 02, 2018	Valid until cancelled
8.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 and Haryana Goods and Services Tax Act, 2017	Government of India and Government of Haryana	06AABCE2277M1ZH	August 21, 2024	Valid until cancelled
9.	Registration under Employee Welfare Fund	Maharashtra Labour Welfare Board	MUMUME000158	November 12, 2013	Valid until cancelled
<b>EMA Partners Executive Search Limited (Dubai)</b>					
10.	Certificate of Registration for Value Added Tax in the United Arab Emirates	Federal Tax Authority	100021068000003	March 09, 2018; [W.e.f. January 01, 2018]	Valid until cancelled
<b>EMA Partners Executive Search Private Limited</b>					
11.	Permanent Account Number	Income Tax Department, Government of India	AAECE3046K	June 14, 2016	Valid until cancelled
12.	Tax Deduction Account Number	Income Tax Department, Government of India	MUME11071E	June 29, 2016	Valid until cancelled

13.	Professional Tax Enrolment Certificate (PTEC) (Form 4)	Maharashtra Sales Tax Department	99583152105P	November 01, 2017 [W.e.f. April 01, 2016]	Valid until cancelled
14.	Professional Tax Registration Certificate (PTRC)	Maharashtra Sales Tax Department	27781502825P	November 01, 2017	Valid until cancelled
15.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 and Maharashtra Goods and Services Tax Act, 2017	Government of India and Government of Maharashtra	27AAECE3046K1ZL	February 08, 2022	Valid until cancelled
16.	Registration under Employee Welfare Fund	Maharashtra Labour Welfare Board	MUMUME000739	July 27, 2022	Valid until cancelled

### Industrial and Labour Law related Approvals

Sr. No.	Description	Applicable Laws	Issued by	Registration Number	Date of Certificate	Date of Expiry
<b>Our Company</b>						
1.	Employees Provident Fund Registration	Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organization	MH/BAN/126729/IC/ZONE IV/1313	September 27, 2010	One-time registration
2.	Intimation Receipt under Maharashtra Shops and Establishment Act, 2017	Maharashtra Shops and Establishment Act, 2017	Maharashtra Labour Department	890824605 / KE Ward / COMMERCIAL II	February 07, 2024	Valid until cancelled
3.	Intimation Receipt under Maharashtra Shops and Establishment Act, 2017	Maharashtra Shops and Establishment Act, 2017	Maharashtra Labour Department	890824593 / HE Ward / COMMERCIAL II	February 07, 2024	Valid until cancelled
4.	Registration certificate under the Tamil Nadu Industrial Establishments (National, Festival and Special Holidays) Act, 1958	The Tamilnadu Industrial Establishments (National, Festival and Special Holidays) Act, 1958	Tamil Nadu Labour Department	TN/AIL19CHE/NFSH/68-23-00939	September 16, 2023	Not Applicable
5.	Registration Certificate under Karnataka Shops and Commercial Establishment Act, 1961	Karnataka Shops and Commercial Establishment Act, 1961	Karnataka Labour Department	28/AGA/CE/0009/2024	August 21, 2024	Valid until cancelled
6.	Registration Certificate under Punjab Shops and Commercial Establishment Act, 1958	Punjab Shops and Commercial Establishment Act, 1958	Haryana Labour Department	PSA/REG/GGN/0335390	July 30, 2024	Valid until cancelled
<b>EMA Partners Executive Search Private Limited</b>						

7.	Employees Provident Fund Registration	Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organization	MHBAN1630145000	August 03, 2017	One-time registration
8.	Registration Certificate under Maharashtra Shops and Establishment Act, 2017	Maharashtra Shops and Establishment Act, 2017	Maharashtra Labour Department	820350596 / KE Ward/COMMERCIAL II	July 23, 2024	Valid until cancelled


**The Company has Shop & Establishment Licenses/ Intimation for the registered office and all the units of the Company and Material Subsidiary. The details of the same are as follows:**

Sr. No.	Location of the property and area	Purpose	Registration Number of Shops and Commercial Establishment
<b>Our Company</b>			
1.	204, The Summit Business Bay, Western Express Highway, Vile Parle East, Mumbai – 400057, Maharashtra, India.	Registered Office	890824605 / KE Ward / COMMERCIAL II
2.	1201, One BKC B Wing, Bandra Kurla Complex, Bandra East, Mumbai, 400051, Maharashtra, India.	Unit	890824593 / HE Ward / COMMERCIAL II
3.	403-404, 4 <sup>th</sup> Floor, Vatika Professional Point, Sector 66, , Sohna Road, Gurgaon, 122002	Unit	PSA/REG/GGN/0335390
4.	734, 7 <sup>th</sup> Cross, 3 <sup>rd</sup> Block, Koramangala, Bangalore-560034	Unit	28/AGA/CE/0009/2024
5.	GF3, Palani Centre, Old 32, New 67, Venkatanarayana Road, T Nagar, Chennai, Tamil Nadu, 600017	Unit	TN/AIL19CHE/NFSH/68-23-00939
<b>EMA Partners Executive Search Private Limited (India)</b>			
6.	204, The Summit Business Bay, Western Express Highway, Vile Parle East, Mumbai – 400057, Maharashtra, India.	Registered Office	820350596 / KE Ward/COMMERCIAL II

#### **Intellectual Property related Approvals/Registrations**

As on date of Draft Red Herring Prospectus, our Company does not own any intellectual property rights nor has applied for any Intellectual Property Registration.

Our Company is a member firm of EMA Partners International by virtue of EMA Partners International Membership Agreement entered between EMA Partners International and the Company on September 25, 2003. Pursuant to the said

agreement, our Company has a non-transferable right to use the logo  and the word “EMA”.

EMA Partners International has registered the Logo under Class 35 with the Trade Marks Registry, Government of India under the Trademarks Act, 1999.

55. For details, please refer section titled “*History and Certain Corporate Matters – Other Agreements*”, “*Our Business – Intellectual Property*” and “*Risk Factors – If we are unable to protect our intellectual property, or if we face allegations of*”



*infringing others' intellectual property, our business, our reputation, results of operations, cash flows and financial condition could be adversely affected” beginning on page 155 and 134 respectively of this Draft Red Herring Prospectus.*

**Domain Name**

<b>Sr. No.</b>	<b>Domain Name and ID</b>	<b>Sponsoring Registrar and IANA ID</b>	<b>Registrant Name</b>	<b>Creation Date</b>	<b>Registry Expiry Date</b>
1	www.emapartners.in	Registrar: GoDaddy.com, LLC  Registrar IANA ID: 146	Mr. Krishnan Sudarshan	March 19, 2024	March 19, 2027

**Material Approvals or renewals applied for but not received by our Company**

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no Material licenses/ approvals or renewals for which the Company has applied for but not received:

1. Pursuant to conversion of our Company from a private limited company to a public limited company on August 05, 2024, our Company has made applications for change of name to the required government authorities. While the change in name has been updated in the records of Income Tax Department, all the other applications are under processing.
2. Application by EMA Executive Search to Maharashtra Sales Tax Department, Employees Provident Fund Organization and Maharashtra Labour Welfare Board changes in registered details.

**Material Approvals required however yet to be obtained or applied for by our Company**

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no Material licenses/ approvals for which the Company or Material Subsidiaries is yet to obtain or apply:

Registration certificate under the Maharashtra Shops and Establishment Act, 2017 for the premise situated at 1303, Meraki Arena, 13<sup>th</sup> Floor, Sion- Trombay Road, Opp. R.K. Studio, Chembur, Mumbai 400071.

**Material Information in relation to our Material Subsidiaries**

Except as disclosed above, there are no material information in relation to our Material Subsidiaries.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

#### Corporate Approvals

The Offer, including the Fresh Issue of up to 54,38,400 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] lakhs and an Offer for Sale of up to 8,12,400 Equity Shares of face value of ₹ 5/- each aggregating up to ₹ [●] lakhs has been authorized by our Board pursuant to the resolution passed at its meeting dated September 04, 2024 and by the shareholders pursuant to the special resolution passed in its EGM dated September 04, 2024 under Section 62(1)(c) of the Companies Act, 2013. Further, our Board has taken on record the consents of the Selling Shareholders to participate in the Offer for Sale pursuant to the resolution dated September 05, 2024. This Draft Red Herring Prospectus has been approved by the IPO Committee of the Company pursuant to a resolution passed on September 16, 2024.

#### Consent from the Selling Shareholders

The Selling Shareholders have specifically authorized the inclusion of their respective portion of the Offered Shares as part of the Offer for Sale, as follows:

<i>Name of the Selling Shareholders</i>	<i>Aggregate number of Equity Shares being offered in the Offer for Sale</i>	<i>Date of Consent Letter</i>
Krishnan Sudarshan	up to 6,39,711	September 05, 2024
Subramanian Krishnaprakash	up to 97,313	September 05, 2024
Shekhar Ganapathy	up to 75,376	September 05, 2024

The Selling Shareholders confirm that their respective portion of the Offered Shares are eligible to be offered for sale in the Offer in accordance with the provisions of SEBI ICDR Regulations, to the extent applicable to it as on the date of this Draft Red Herring Prospectus.

#### In-principle Approval

Our Company has obtained in-principle approval from the NSE Emerge for using its name in the Draft Red Herring Prospectus/ Prospectus pursuant to an approval letter dated [●] NSE is the Designated Stock Exchange.

#### Prohibition by SEBI or Other Governmental Authorities

We confirm that our Company, our Subsidiaries, Directors, Promoter, Promoter Group, Selling Shareholders, persons in control of our Company are not prohibited from accessing or operating in the capital markets for any reason or restrained from buying, selling or dealing in securities, under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Draft Red Herring Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Neither of our Promoters, Promoter Group, Selling Shareholders, Directors, or the person(s) in control of our Company, have ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the under section titled “*Outstanding Litigations and Material Developments*” beginning on page 263 of this Draft Red Herring Prospectus.

#### Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, members of our Promoter Group and the Selling Shareholders are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

## **Prohibition by RBI**

Neither our Company nor any of our Promoters, Selling Shareholders, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under section titled '*Outstanding Litigations and Material Developments*' beginning on page 263 of this Draft Red Herring Prospectus.

## **Prohibition with respect to wilful defaulters or a fraudulent borrower**

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations.

## **Directors associated with securities market**

None of our Directors are associated with the securities market in any manner and no action has been initiated by the SEBI against any of our Directors or any other entity with which our Directors are associated as promoters or directors in the past five years immediately preceding the date of this Draft Red Herring Prospectus.

## **Eligibility for the Offer**

- Our Company is eligible in terms of Regulations 228 of SEBI ICDR Regulations, for this Offer.
  - i) Neither our Company, nor any of its Promoters, Promoter Group or Directors or Selling Shareholders are debarred from accessing the capital market by the SEBI.
  - ii) Neither our Promoters nor any of our Directors or persons in control of our Company is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities as on the date of this Draft Red Herring Prospectus.
  - iii) None of our Promoters or Directors is declared as Fugitive Economic Offender under Fugitive Economic Offenders Act, 2018.
  - iv) Neither our Company, nor our Promoter, relatives (as defined under the Companies Act, 2013) of our Promoter nor our Directors, is a willful defaulter or a fraudulent borrower.
- Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Offer.
- Our Company is an "Unlisted Company" in terms of the SEBI ICDR Regulations; and this Offer is an "Initial Public Offering" in terms of the SEBI ICDR Regulations.
- Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI ICDR Regulations, as our post offer paid up capital will be more than 10 crore rupees and upto 25 crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "NSE Emerge").

## **We confirm that:**

- i) In accordance with Regulation 260 of the SEBI ICDR Regulations, this Offer will be 100% underwritten and shall not restrict to the minimum subscription level. The Book Running Lead Manager to the Offer shall underwrite minimum 15% of the total Offer Size. For further details pertaining to said underwriting please refer to section titled '*General Information*' beginning on page 69 of this Draft Red Herring Prospectus.
- ii) In accordance with Regulation 268(1) of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Offer is greater than or equal to 50, otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within 2 (two) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 2 (two) Working Days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, and Regulation 269 of SEBI ICDR Regulations.
- iii) In terms of Regulation 246(5) of the SEBI ICDR Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as

required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue any observation on the Draft Red Herring Prospectus/ Prospectus.

- iv) In accordance with Regulation 261 of the SEBI ICDR Regulations, we hereby confirm that, we have entered into an agreement with the Book Running Lead Manager and a Market Maker to ensure compulsory market making for a minimum period of three (3) years from the date of listing of Equity Shares on the Emerge Platform of NSE. For further details of the arrangement of market making please refer to section titled 'General Information' beginning on page 69 of this Draft Red Herring Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an offer under Chapter IX of SEBI ICDR Regulations as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated August 28, 2024 and National Securities Depository Limited dated July 19, 2024 for establishing connectivity.
2. Our Company has a website i.e. www.emapartners.in

**We confirm that we comply with all the below requirements/ conditions so as to be eligible to be listed on the NSE Emerge of the NSE:**

- 1) Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name and style of "Executive Management Associates India Private Limited" pursuant to certificate of incorporation dated September 9, 2003 issued by the RoC, Mumbai, Maharashtra. The name of our Company was changed from "Executive Management Associates India Private Limited" to "EMA Partners India Private Limited" pursuant to fresh certificate of incorporation dated February 4, 2004 issued by the RoC, Mumbai, Maharashtra. Subsequently, our Company was converted into public limited company pursuant special resolution passed by the shareholders at the EGM held on June 12, 2024, and consequently, the name of our Company was changed to "EMA Partners India Limited" and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by RoC, Central Processing Centre on August 05, 2024 bearing CIN U74140MH2003PLC142116.
- 2) As on the date of this Draft Red Herring Prospectus, the Company has a Paid-up Capital of ₹ 895.62 Lakhs and the Post Offer Capital will be of upto ₹ [●] Lakhs which is less than ₹ 2500 Lakhs.
- 3) Our Company confirms that it has track record of more than 3 years.
- 4) The company/ entity has operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth is positive. The details of the Net Worth and Operating Profit as per the Restated Consolidated Financial Information of the company are as detailed below

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net worth	1,648.58	407.79	1412.26
Operating profit (earnings before interest, depreciation, Profit/ (loss) from sale of Fixed Assets and tax)	5,373.96	3,945.54	3,888.47

- 5) Our Company has positive Free cash flow to Equity (FCFE) in 2 out of 3 preceding financial years (as calculated below) in accordance with NSE Circular having reference no. 03/2024 dated August 22, 2024.

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Cash flow from Operations*	1192.36	272.11	832.69
(-) Purchase of Fixed Assets\$	1177.01	36.56	148.34

(+) Net Borrowings#	702.07	(333.58)	(48.81)
(-) Interest x (1-T)^	16.32	14.09	36.31
<b>Free cash flow to Equity</b>	<b>701.10</b>	<b>(112.12)</b>	<b>599.23</b>

Pursuant to the certificate dated September 15, 2024, issued by M/s. A P Sanzgiri and Co, Chartered Accountants

\* Cash Generated from Operating Activities – Income Tax paid i.e. Net Cash flow from Operating Activities

\$ Purchase of Property, plant, and equipment (PPE) (including Capital Work in Progress (CWIP)) – Sale proceeds of PPE, CWIP + Capital Advances

# Proceeds from Long-Term Borrowings - Repayments of Long-Term Borrowings + Proceeds from Short-Term Borrowings - Repayments of Short-term Borrowings

^ Interest Expense on Total (ie. Long term as well as short term) borrowings x (1 – T^^)

^^ T being Effective Tax Rate for the company: Effective Tax Rate calculated as [1-(PAT/PBT)]

- 6) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past 1 (one) year in respect of Promoters, Group Companies, companies Promoted by the Promoters of the Company;
- 7) Our Company has not been referred to Board for Industrial and Financial Reconstruction.
- 8) There is no winding up petition against our Company, which has been admitted by a court of competent jurisdiction or liquidator has not been appointed.
- 9) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three (3) years against our Company.
- 10) The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five (5) years.
- 11) We further confirm that we comply with all the above requirements/ conditions so as to be eligible to be listed on the NSE Emerge of the NSE.

#### **Disclaimer Clause of SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”/ “BOARD”) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS / PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, INDORIENT FINANCIAL SERVICES LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, (“SEBI ICDR REGULATIONS”) IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS/ PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, INDORIENT FINANCIAL SERVICES LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE. THE BOOK RUNNING LEAD MANAGER, INDORIENT FINANCIAL SERVICES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 16, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS ; WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE OFFER IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**WE, THE UNDER NOTED BOOK RUNNING LEAD MANAGER TO THE ABOVE-MENTIONED FORTHCOMING OFFER STATE AND CONFIRM AS FOLLOWS:**

- 1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS/ PROSPECTUS PERTAINING TO THE SAID ISSUE.
- 2) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION, THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE OFFEROR, WE CONFIRM THAT:
  - A. THE DRAFT RED HERRING PROSPECTUS FILED WITH THE STOCK EXCHANGE/ BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE OFFER;
  - B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
  - C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SEBI ICDR REGULATIONS AND OTHER APPLICABLE LEGAL REQUIREMENTS.
- 3) WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE, SUCH REGISTRATION IS VALID.
- 4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFILL THEIR UNDERWRITING COMMITMENTS
- 5) WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.
- 6) WE CERTIFY THAT REGULATION 237 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.
- 7) WE UNDERTAKE THAT SUB-REGULATION (2) OF REGULATION 236 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 SHALL BE COMPLIED WITH.
- 8) WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER.
- 9) WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER

**THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE OFFEROR SPECIFICALLY CONTAINS THIS CONDITION**

- 10) WE CERTIFY THAT THE EXISTING BUSINESS AS WELL AS THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION COMPLIED TO THE EXTENT APPLICABLE.**
- 11) WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.**
- 12) WE CERTIFY THAT ALL THE SHARES ISSUED IN DEMATERIALIZED FORM IS IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**
  - A. AN UNDERTAKING FROM THE OFFEROR THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER; AND**
  - B. AN UNDERTAKING FROM THE OFFEROR THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**
- 13) WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**
- 14) WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE OFFEROR, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER EXPERIENCE AND THE RELATED PARTY TRANSACTIONS ENTERED INTO FOR THE PERIOD DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS ENTERED BY THE OFFEROR IN ACCORDANCE WITH APPLICABLE LAWS.**
- 15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY**
- 16) WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE)' AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015 -DETAILS ARE ENCLOSED IN "ANNEXURE A".**
- 17) WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS- TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS.**

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE:**

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE OFFEROR HAVE BEEN MADE IN DRAFT RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE OFFER OR RELATING TO THE OFFER UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE EQUITY SHARES OFFERED THROUGH THIS OFFER SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-OFFER ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE OFFER WILL BE BEEN GIVEN.
3. WE CONFIRM THAT THE DRAFT RED HERRING PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE EQUITY SHARES OF THE OFFEROR.
5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISION TO SUB-REGULATION (2) OF REGULATION 236 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018; THE CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS.
6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE.
7. WE CONFIRM THAT THE OFFEROR HAS REDRESSED AT LEAST NINETY-FIVE PERCENT OF THE COMPLIANCE RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEEDING THE MONTH OF THE FILLING OF THE DRAFT RED HERRING PROSPECTUS WITH THE REGISTRAR OF COMPANIES - *NOT APPLICABLE*.

*Note:*

**THE FILING OF THIS DRAFT RED HERRING PROSPECTUS, RED HERRING PROSPECTUS AND THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS/ PROSPECTUS.**

*All legal requirements pertaining to the Offer will be complied with at the time of filing of the Draft Red Herring Prospectus with the Registrar of Companies, Mumbai, Maharashtra in terms of Section 26, Section 32 and Section 33 of the Companies Act, 2013.*

#### **DISCLAIMER CLAUSE OF THE SELLING SHAREHOLDERS**

**THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE FOR THE RESPECTIVE STATEMENTS CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS RESPECTIVE PORTION OF THE OFFERED SHARES**

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

#### **Disclaimer Statement from our Company and the Book Running Lead Manager**

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus/ Prospectus, or in case of the Company, in any advertisements or



any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website [www.emapartners.in](http://www.emapartners.in) would be doing so at his or her own risk.

### Caution

The Book Running Lead Manager to the Offer accepts no responsibility, save to the limited extent as provided in the Offer Agreement entered between the Book Running Lead Manager to the Offer, our Company on September 06, 2024 and the Underwriting Agreement dated September 06, 2024 entered into between the Underwriter, our Company and the Market Making Agreement dated September 06, 2024 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the Offer to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centers or elsewhere.

The Book Running Lead Manager to the Offer and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer.

### Statement on price information of past issues handled by Indorient Financial Services Limited:

Sr. No.	Issue Name	Board	Issue Size (₹ in crores)	Issue Price (in ₹)	Listing Date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]		
							30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
1	Secmark Consultancy Limited	SME*	15.04	135	October 1, 2020	134	-53.52 [2.37]	-61.26 [23.04]	-57.63 [26.65]
2	eMudhra Limited	Main	412.79	256	June 1, 2022	271	-1.52 [-4.27]	40.66 [4.68]	22.13 [12.48]
3	Techknowgreen Solutions Limited	SME	16.71	86	September 27, 2023	87	99.01 [-4.49]	232.97 [7.54]	119.77 [10.15]
4	New Jaisa Technologies Limited	SME	39.93	47	October 5, 2023	71	186.17 [-1.61]	194.79 [10.85]	107.02 [14.92]
5	Canarys Automation Limited	SME	47.03	31	October 11, 2023	43.45	37.26 [-2.10]	38.23 [8.59]	5.81 [13.64]
6	Plada Infotech Services Limited	SME	12.35	48	October 13, 2023	59	-10.52 [-1.65]	-10.21 [9.46]	-39.48 [14.64]
7	Chatha Foods Limited	SME	33.39	56	March 27, 2024	73	73.21 [1.84]	76.89 [5.95]	NA

Source: [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com)

\* migrated to main board

## Summary Statement of Disclosure

Financial Year	Total No. of IPOs	Total Amount of Fund Raised in Crores	No. of IPOs trading at discount-30th Calendar days from listing			No. of IPOs trading at premium-30 days from the listing			No. of IPOs trading at discount-180 days from the listing			No. of IPOs trading at Premium-180 days from the listing		
			Over 50%	Between 25% to 50%	Less than 25%	Over 50%	Between 25% to 50%	Less than 25%	Over 50%	Between 25% to 50%	Less than 25%	Over 50%	Between 25% to 50%	Less than 25%
2020 - 2021	1 [SME]*	15.04	1	-	-	-	-	-	1	-	-	-	-	-
2022 - 2023	1 [Main]	412.79	-	-	1	-	-	-	-	-	-	-	-	1
2023 - 2024	5 [SME]	149.41	-	-	1	3	1	-	-	1	-	2	-	1

\*migrated to mainboard

### Track Record of past issues handled by Indorient Financial Services Limited:

For details regarding track record of Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at: <https://www.indorient.in/>

### 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 who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹2500 Lakhs and pension funds with a minimum corpus of ₹2500 Lakhs, and permitted Non-Residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Any dispute arising out of this Offer will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra, only. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with NSE Emerge for its observations and NSE will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the 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.

#### **Disclaimer Clause of the NSE Emerge of NSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter dated [●] permission to this Company to use its name in this Draft Red Herring Prospectus as one of the Company's Equity Shares are proposed to be listed on the NSE Emerge of NSE. NSE has scrutinized this Draft Red Herring Prospectus for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the Draft Red Herring Prospectus has been cleared or approved by NSE.

NSE does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus; or
- warrant that this Company's Equity Shares will be listed on completion of Initial Public Offering or will continue to be listed on NSE; or
- take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company.
- warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the Equity Shares are offered by the Company and investors are informed to take the decision to invest in the Equity Shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the Equity Shares are offered by the Company is determined by the Company in consultation with the Book Running Lead Manager to the Offer and the Designated Stock Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this on completion of Initial Public Offering have been cleared or approved by NSE. Every person who desires to apply for or otherwise acquire any Equity Shares of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- NSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this Draft Red Herring Prospectus or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- The Company has chosen the NSE Emerge of NSE on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by NSE/ other regulatory authority. Any use of the NSE Emerge of NSE and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

#### **Disclaimer Clause under Rule 144A of the U.S. Securities Act**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended ("**Securities Act**") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. Persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

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

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **Filing of Offer Documents with the Designated Stock Exchange/SEBI/ROC**

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India. After getting in-principal approval from NSE,

a copy of the Draft Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the Registrar of Companies, Mumbai, Maharashtra.

The Draft Red Herring Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 (5) the SEBI ICDR Regulations. However, SEBI will not issue any observation on the Draft Red Herring Prospectus in terms of Regulation 246 (2) of the SEBI ICDR Regulations. Pursuant to SEBI Circular No SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Red Herring Prospectus and prospectus will be filed online through SEBI intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC at its office through the electronic portal at <http://www.mca.gov.in> and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC at its office and through the electronic portal at <http://www.mca.gov.in>.

## **Listing**

The Equity Shares of our Company are proposed to be listed on NSE Emerge platform. Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on NSE (NSE Emerge platform).

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. If the permission to deal in the Equity Shares on the NSE Emerge is not granted by NSE, our Company will forthwith repay, without interest, all monies received from the Applicants in pursuance of this Draft Red Herring Prospectus and the Selling Shareholders will be liable to reimburse our Company for such repayment of monies, on its behalf, with respect to its respective portion of the Offered Shares. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company, the Promoters and every officer in default shall be liable to repay the money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge of NSE mentioned above are taken within 3 (Three) Working Days of the Offer Closing Date. If Equity Shares are not Allotted pursuant to the Offer within 2 (Two) Working Days from the Offer Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

## **Impersonation**

Attention of the Applicants 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-*

- *Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name*

*Shall be liable to action under section 447 of the Companies, Act 2013.*

## **Consents**

Consents in writing of (a) Our Directors, Promoters, the Selling Shareholders, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Key Managerial Personnel, Banker to the Company; (b) Book Running Lead Manager, Underwriter, Market Maker, Registrar to the Offer, Public Offer Banker, Legal Advisor to the Offer and Sponsor Bank to act in their respective capacities have been obtained and shall be filed along with a copy of the prospectus with RoC, as required as required under section 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for filing with the ROC.

\*The aforesaid will be appointed prior to filing of Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, M/s. A P Sanzgiri & Co, Chartered Accountants, Statutory Auditors holding peer reviewed certificate, have agreed to provide their written consent to the inclusion of their respective reports on “Statement of Special Tax Benefits” relating to the possible tax benefits and Restated Consolidated Financial Information as included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus 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, M/s. A P Sanzgiri & Co, Chartered Accountants to include their name in this Draft Red Herring Prospectus and as “Expert” as defined under section 2 (38) of the Companies Act, 2013 in respect of the reports on the Restated Consolidated Financial Information dated September 05, 2024 and on the “Statement of Special Tax Benefits” dated September 15, 2024, and issued by them, 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 U.S. Securities Act.

### **Underwriting Commission and Brokerage**

The underwriting commission and the selling commission for the Offer are as set out in the Underwriting Agreement amongst the Company and Underwriter. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Offer Price and the amount underwritten in the manner mentioned in accordance with Section 40 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013.

### **Previous Rights and Public Issues since the Last 5 Years**

We have not made any rights and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations.

### **Previous Issues of Shares otherwise than for Cash**

Except as stated in the section titled ‘*Capital Structure*’ beginning on page 81 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

### **Underwriting Commission, Brokerage and Selling Commission on Previous Issues**

Since this is the Initial Public Offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

### **Capital issue during the previous three years by our Company and listed subsidiaries during the last three Years**

Other than as disclosed in “*Capital Structure – Notes to the Capital Structure – Share Capital history of our Company*” on page 81, our Company has not undertaken a capital issue in the last three years preceding the date of this Draft Red Herring Prospectus. Further, as on the date of this Draft Red Herring Prospectus, none of our Subsidiaries are listed on any Stock Exchange.

### **Promise Versus Performance for our Company**

Our Company is an “Unlisted Company” in terms of the SEBI ICDR Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.

### **Performance Vis-A-Vis Objects – Public/ Right Issue of our Company and / or Listed Subsidiary and Joint Venture / Associates of our Company**

Except as stated under section titled ‘*Capital Structure*’ beginning on page 81 of this Draft Red Herring Prospectus our Company has not undertaken any previous public or rights issue. None of our subsidiaries and joint venture of our Company are listed on any stock exchange.

### **Performance Vis-A-Vis Objects - Last Issue of Listed Subsidiary/ Joint Venture / Associate Companies**

Our Subsidiaries and Joint Venture are unlisted and have not made a public issue of shares in the last ten (10) years preceding the date of this Draft Red Herring Prospectus.

### **Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Outstanding Convertible Instruments Issued by our Company**

Except as stated under section titled ‘*Capital Structure*’ beginning on page 81 of this Draft Red Herring Prospectus our Company has not issued any debentures or bonds redeemable preference shares or other Outstanding Convertible instruments in the past.

### **Partly Paid-Up Shares**

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

### **Option to Subscribe**

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

### **Stock Market Data for our Equity Shares**

Our Company is an “Unlisted Company” in terms of the SEBI ICDR Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

### **Mechanism for Redressal of Investor Grievances**

Our Company has appointed “Bigshare Services Private Limited” as the Registrar to the Offer, to handle the investor grievances in co-ordination with the Compliance Officer of our Company.

The agreement dated September 06, 2024 between the Registrar to the Offer and our Company provides for retention of records with the Registrar for a period of at least 3 years from the last date of dispatch of the letters of Allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances relating to this Offer may be addressed to the Registrar to the Offer with a copy to the Compliance Officer, giving full details such as the name, address of the Applicant, number of Equity Shares applied for, UPI-ID (if applicable) amount paid on Application and the bank branch or Collection Center where the Application was submitted. We estimate that the average time required by us or the Registrar to the Offer or the SCSBs for the redressal of routine investor grievances will be 7 Business Days of our Company from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Board by a resolution passed by way of circulation on August 07, 2024 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

<b>Name of Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Shekhar Ganapathy	Chairman	Non-Executive Director
Mr. Subramanian Krishnaprakash	Member	Whole-time Director
Mr. Krishnan Sudarshan	Member	Chairman and Managing Director
Mr. Rajat Kumar Jain	Member	Independent Director

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on Application and the Designated Branches or the Collection Center of the SCSB where the Application Form was submitted by the ASBA Applicants in ASBA Account or UPI-ID linked bank account number in which the amount equivalent to the Application Amount was blocked.

The Applicant should give full details such as name of the First/ Sole Applicant, Application Form number, Applicant DP-ID, Client-ID, PAN, bank account number, UPI-ID, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted

by the Applicant. Further, the Applicant shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

#### **Disposal of Investor Grievances by our Company:**

Our Company shall obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 and the SEBI Circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 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 for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed by way of circulation by the Board of Directors on August 07, 2024. For further details, please refer to the section titled '*Our Management*' beginning on page 169 of this Draft Red Herring Prospectus.

Our Company has appointed Ms. Smita Shivdhari Singh, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

**Ms. Smita Shivdhari Singh,**  
**Company Secretary and Compliance Officer,**  
EMA Partners India Limited  
204, The Summit Business Bay, Western Express  
Highway, Mumbai City, Vile Parle East,  
Mumbai – 400057, Maharashtra, India  
**Email:** s.smita@ema-partners.com  
**Website:** www.emapartners.in

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

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

The Selling Shareholders have authorised the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of their respective portion of the Offered Shares.

#### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the 3 years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

#### **Disposal of Investor Grievances by Listed Companies under the Same Management as our Company.**

We do not have any listed company under the same management or any listed subsidiaries or any listed promoters.

#### **Capitalisation of Reserves or Profits**

Save and except as stated in the section titled '*Capital Structure*' beginning on page 81 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits during the last 5 years.

#### **Revaluation of Assets**

Our Company has not revalued its assets since incorporation till the date of this Draft Red Herring Prospectus.

**Tax Implications**

Investors who are Allotted Equity Shares in the Offer will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchange. For details, please refer the section titled '*Statement of Special Tax Benefits*' beginning on page 119 of this Draft Red Herring Prospectus.

**Purchase of Property**

Other than as disclosed in this Draft Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired, which is to be paid, for wholly or partly, from the proceeds of the present Offer or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

**Servicing Behavior**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

**Payment or Benefit to Officers of our Company.**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under sections titled '*Our Management*' and '*Related Party Transactions*' beginning on page 169 and 198 respectively of this Draft Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

**Exemption from complying with any provisions of securities laws, if any:**

As on date of the Draft Red Herring Prospectus, our Company has not applied for or received any exemption from complying with any provisions of SEBI (ICDR) Regulations.



## SECTION XI: OFFER INFORMATION

### TERMS OF THE OFFER

*The Equity Shares being issued, offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/ or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/ or any other authorities while granting its approval for the Offer.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in this Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, Retail Individual Investors and Non-Institutional Investors making application of up to ₹5 lakhs, applying in public Offer shall use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.*

*Further vide the said circular Registrar to the Offer and Depository Participants have been also authorised to collect the Bid cum Application Forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Offer and DPs as and when the same is made available.*

#### **The Offer**

The Offer comprises of a Fresh Offer and an Offer for Sale by the Selling Shareholders. The 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 96.

#### **Ranking of the Equity Shares**

The Equity Shares being offered, allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of face value of ₹5/- each of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Offer will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company. For further details, see section titled “Main Provisions of Articles of Association” on page 335.

#### **Authority for the Offer**

This Offer has been authorized by a resolution of the Board passed at their meeting held on September 04, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Offer by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on September 04, 2024.

Further, our IPO Committee pursuant to the resolution dated September 16, 2024, approved this Draft Red Herring Prospectus for filing with the Stock Exchange.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale) in this Offer, will be payable to the Allottees who have been allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, please refer to the chapters titled “Dividend Policy” and “Main Provisions of the Articles of Association” beginning on pages 199 and 335 respectively of this Draft Red Herring Prospectus.

## **Face Value, Offer Price, Floor Price and Price Band**

The face value of each Equity Share is ₹ 5/- and the Offer Price at the lower end of the Price Band is ₹ [●]/- per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●]/- per Equity Share (“Cap Price”).

The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and regional newspaper, 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 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. The Cap Price will not be more than 120% of the Floor Price. The Offer Price shall be determined by our Company (acting through the IPO Committee), in consultation with the BRLM after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares issued and offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares of our Company, subject to applicable laws.

## **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

## **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI (LODR), 2015 and the Memorandum and Articles of Association of the Company.

## **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements has been signed by our Company with the respective Depositories and the Registrar to the Offer before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated Date July 19, 2024.
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated Date August 28, 2024.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an Offer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement Offered through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the National Stock Exchange of India Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders.

### **Joint Holders**

Subject to provisions of the Articles of Association of the Company, where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Offer is with the competent courts/authorities in Mumbai, Maharashtra, India.

**The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, —U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.**

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

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make afresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or 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 shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, 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 ninety (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 dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Offer capital of our Company, Promoters' minimum contribution as provided under the section titled "*Capital Structure*" on page 81 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "*Main provisions of the Articles of Association*" on page 335 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

### **Withdrawal of the Offer**

In accordance with SEBI ICDR Regulations, the Company, in consultation with the BRLM, reserve the right to not proceed with the Offer, in whole or part thereof, to the extent of their respective portion of Offered Shares after the Bid/Offer Opening Date but before the Allotment. In the event that our Company, in consultation with the BRLM, decide not to proceed with the Offer, our Company shall 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 the SEBI, providing reasons for not proceeding with the Offer. In such event, the BRLM 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 the Offer is withdrawn after the designated date, amounts that have been credited to the Public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. 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 our Company, in consultation with the Book Running Lead Managers withdraw the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of Equity Shares, our Company shall file a fresh draft red herring prospectus with the Stock Exchange

### **BID/OFFER PROGRAM**

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

<sup>1</sup>Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

<sup>2</sup>Our Company, in consultation with the BRLM, 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.

<sup>3</sup>In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/deletion is placed in the Stock Exchange bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than

the Bid Amount, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Applicant shall be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and 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 processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 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 processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the UPI Circulars

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

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 the time prescribed under applicable law, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLM, 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. The Selling Shareholders confirm that they shall extend such reasonable support and cooperation in relation to his portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI.

The SEBI is in the process of streamlining and reducing the post Offer timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above- mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

<b>Bid/Offer Period (except the Bid/Offer Closing Date)</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time (“IST”)
<b>Bid/Offer Closing Date*</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts)–For Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹ 5 Lakhs)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST

Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹ 5 Lakhs)	Only between 10.00 a.m. and up to 12.00 p.m. IST
<b>Modification/ Revision/cancellation of Bids</b>	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories <sup>#</sup>	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. and up to 5.00 p.m. on Bid/ Offer Closing Date

\*\*UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Offer Closing Date.

<sup>#</sup>QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

**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 Retail Individual Bidders.

On the Bid/Offer Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a 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 Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to 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 Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, 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 Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs 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.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of ten Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding ten 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 BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

## Minimum Subscription

This Offer is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the Offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company, to the extent applicable, shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law.

In accordance with Regulation 260(1) of the SEBI ICDR Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Offer through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268 of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

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

## Migration to Main Board

*Our company may migrate to the main board of NSE Limited at a later date subject to the following:*

a. *If the Paid-up Capital of our Company is likely to increase above ₹ 2500 Lakhs by virtue of any further Offer of capital by way of rights, preferential Offer, bonus Offer etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to NSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

b. *If the paid-up Capital of our company is more than ₹ 1000 Lakhs but below ₹ 2500 Lakhs, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

*Any company desiring to migrate to the Main board from the SME Board within two years of listing on Emerge platform of NSE has to fulfill following conditions:*

- a. *The increase in post Offer face value capital beyond ₹ 2500 Lakhs should arise only because of merger/acquisition or for expansion purposes.*
- b. *The company should have a minimum turnover of ₹ 10,000 Lakhs as per last audited financials and market capitalization of ₹ 10,000 Lakhs.*
- c. *The company should have a minimum profit before tax of ₹ 10,000 Lakhs for two years out of three preceding years.*
- d. *There should not be any action against the company by any regulatory agency at the time of application for migration.*

*The migration policy of NSE was intimated vide circular Download Ref. No.: NSE/SME/26110 dated March 10, 2014, which was revised vide circular Download Ref. No. NSE/SME/37551 dated April 18, 2018, NSE/SME/47077 dated January 21, 2021 and NSE/SME/56427 dated April 20, 2023. The NSE has further reviewed the existing eligibility criteria and revised the migration policy from SME Platform of NSE-to-NSE Main Board vide circular Download Ref. No. NSE/SME/61057 dated March 07, 2024 which is effective from April 01, 2024.*

## **Market Making**

The Equity Shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE. For further details of the market making arrangement please refer to section titled “*General Information*” beginning on page 69 of this Draft Red Herring Prospectus.

## **Arrangements for disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE.

## **Option to receive Securities in Dematerialised Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange. Bidders will not have the option of Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

## **Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

## **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.



## OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company's post-Offer paid capital is more ₹ 1,000 Lakhs and up to ₹ 2,500 Lakhs. Our Company shall Offer equity shares to the public and propose to list the same on the Emerge Platform of the National Stock Exchange of India Limited. For further details regarding the salient features and terms of this Offer, please refer to the chapter titled "Terms of the Offer" and "Offer Procedure" beginning on pages 289 and 301 respectively of this Draft Red Herring Prospectus.

The Offer of up to 62,50,800 Equity Shares of face value of ₹5 each fully paid (the "Equity Shares") for cash at a price of ₹ [●] per Equity Share (including a share premium ₹ [●] per Equity Share) aggregating up to ₹[●] Lakhs ("The Offer") comprising a Fresh Issue of up to 54,38,400 equity shares of face value of ₹5 each fully paid aggregating upto ₹ [●] Lakhs and an Offer for Sale of up to 8,12,400 Equity shares of face value of ₹5 each fully paid aggregating up to ₹ [●] Lakhs by the Selling Shareholders, 3,13,200 Equity Shares of ₹[●] each will be reserved for subscription by Market Maker ("Market Maker Reservation Portion") and a Net Offer to public of [●] Equity Shares of face value of ₹5 each fully paid up is hereinafter referred to as the Net Offer. The Offer and the Net Offer will constitute [●] % and [●] % respectively of the post offer paid up Equity Share Capital of our Company. The Offer is being made through the Book Building Process.

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allotment/allocation	Upto 3,13,200 Equity Shares.	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 allocation	[●] % of the Offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders.  However, upto 5% of the Net 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 Net Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation	Not less than 35% of the Net Offer or the Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation

<p>Basis of Allotment/allocation if respective category is oversubscribed <sup>(3)</sup></p>	<p>Firm Allotment</p>	<p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>(a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>(b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>(c) Up to 60% of QIB Portion (of upto [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.</p>	<p>The allotment to each Non-Institutional Bidders shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to:</p> <p>a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Biddings more than ₹ 2 Lakhs and up to ₹10 Lakhs;</p> <p>b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Bidding more than ₹10 Lakhs</p> <p>Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other category.</p>	<p>Allotment to each Retail Individual Bidder 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 allotted on a proportionate basis. For details see, section titled “Offer Procedure” on page 301.</p>
<p>Mode of Allotment</p>	<p>Compulsorily in dematerialized mode</p>			

Minimum Bid Size	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount Exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares and in multiples of [●] Equity Shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer (excluding the Anchor portion), 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 Net 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 ₹ 2,00,000
Trading Lot	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.
Who can apply <sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup>		Public financial institutions of the Companies Act, scheduled commercial banks, multilateral and bilateral development financial institutions, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹ 2500 lakhs, pension funds with minimum corpus of ₹ 2500 lakhs, National Investment Fund set up by the GoI, 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, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, and trusts and any individuals, corporate bodies and family offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI.	Resident Indian individuals, eligible NRIs and HUFs (in the name of the karta)

Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(7)</sup>
Mode of Bid	Only through the ASBA process (except for Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism.

*This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

<sup>(1)</sup>Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the 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 Procedure” on page 301.

<sup>(2)</sup>In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for at least 25% of the post-Offer paid-up Equity share capital of the Company. This Offer is being made through the Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations. For further details, please see “Terms of the Offer” on page 289.

<sup>(3)</sup>Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

<sup>(4)</sup>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.

<sup>(5)</sup>Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the members of the Syndicate, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

<sup>(6)</sup>Bids by FPIs with certain structures as described under “Offer Procedure – Bids by FPIs” on page 301 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) may be proportionately distributed.

<sup>(7)</sup>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.

The Bids by FPIs with certain structures as described under section titled as “Offer Procedure” on page 301 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

## OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in Public Offer prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“General Information Document”) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section “PART B – 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Offer.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Offer; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid Cum Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard from time to time (“UPI Circulars”) has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. For details on the phased implementation of UPI as a payment mechanism, see – “Phased Implementation of UPI as per UPI Circular” below on page 437. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5 Lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The Registrar and SCSBs will comply with any additional circulars or other Applicable Law, and the instructions of the BRLM, as may be issued in connection with this circular. Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the revised timeline of T+3 days had been made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (“T+3 Notification”). The Offer has been undertaken pursuant to the processes and procedures as notified in the T+3 Notification under Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, in accordance with the SEBI master circular

*no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.*

*Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company, the Selling Shareholders and BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and BRLM would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the Red Herring Prospectus.*

*This section applies to all the Bidders, please note that all the Bidders are required to make payment of the Full Application Amount along with the Bid Cum Application Form.*

## **PHASED IMPLEMENTATION OF UPI AS PER THE UPI CIRCULAR**

SEBI has issued circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, and circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the “UPI Circulars”) in relation to streamlining the process of public Offer of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to the mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure a complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019, until March 31, 2019, or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual had the option to submit the Application Form with any of the intermediaries and use his/her UPI ID for the purpose of blocking 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. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Furthermore, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

**Phase III:** The commencement period of Phase III is notified pursuant to SEBI press release bearing number 12/2023 and as per the SEBI Circular No. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, where the revised timeline of T+3 days shall be made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures as notified in the T+3 Notification under Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for the redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI UPI Circular include the appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts

within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post-issue BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issuer shall also provide the facility to make applications using the UPI Mechanism. The Issuer will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate the collection of requests and/or payment instructions of the Retail Individual Applicants into the UPI payment mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and provide 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.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in public Offers where the application amount is up to ₹ 5 lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a syndicate member
- a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
- a depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- a registrar to the Offer and shares transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the BRLM.

## **BOOK BUILDING PROCEDURE**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via the book-building process.

The allocation to the public will be made as per Regulation 253 of SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under- subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Accordingly, we have allocated the Net Offer i.e., not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders and not less than 15% of the Net Offer shall be available for allocation to Non institutional bidders and not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under- subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

***Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN and UPI ID (for RIBs using the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.***

***Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021 and September 17, 2021.***

## **BID CUM APPLICATION FORM**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries, and the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE ([www.nseindia.com](http://www.nseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. UPI Bidders shall Bid in the Offer through UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorization by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centers only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. UPI Bidders using UPI Mechanism, will be required to submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIIs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. UPI Bidders may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.



The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form*
Anchor Investors**	[●]
Resident Indians, including resident QIBs, Non-Institutional Investors, UPI Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FPIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	[●]

\*Excluding electronic Bid cum Application Form

\*\* Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit / deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – “Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

*Designated Intermediaries shall submit Bid cum Application Forms to SCSBs only.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For applications submitted by Investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
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<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
<b>For applications submitted by investors to intermediaries other than SCSBs with the use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.

The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Banker to the Offer. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Offer for analyzing 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, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, it has been mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹5 lakhs and NII & QIB bids above ₹2 lakhs through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Lead Manager 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.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Stock exchange(s) shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and resubmission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID / Client ID or Pan ID (Either DP ID / Client ID or

Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and 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 U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made.**

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

Participation by the Promoters and Members of the Promoter Group, the BRLM, associates and affiliates of the BRLM and the Syndicate Members and the persons related to the Promoter/Promoter Group/BRLM and the Syndicate Member.

The BRLM and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLM nor any persons related to the BRLM can apply in the Offer under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associate of the BRLM;
- (ii) insurance companies promoted by entities which are associate of the BRLM;
- (iii) AIFs sponsored by the entities which are associate of the BRLM; or
- (iv) FPIs other than individuals, corporate bodies and family offices which are associate of the BRLM; or
- (v) pension funds sponsored by entities which are associate of the BRLM.

For the purposes of the above, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoters or Promoter Group”:

- a) rights under a shareholders’ agreement or voting agreement entered into with the Promoters or Promoter Group;
- b) veto rights; or
- c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an “associate of the BRLM” 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 nominee director, amongst the Anchor Investors and the BRLM.

The Promoters and the members of the Promoter Group, except to the extent of their respective Offered Shares, will not participate in the Offer. Further, persons related to our Promoter and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

#### **Availability of Draft Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum

Application Form will also be available for download on the websites of SCSEBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid / Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- Foreign Venture Capital Investors registered with the SEBI;
- Trusts / societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and / or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of ₹ 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds and Pension Funds with minimum corpus of ₹ 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Multilateral and bilateral development financial institution;
- Eligible QFIs;
- Insurance funds set up and managed by army, navy or air force of the Union of India;

- Insurance funds set up and managed by the Department of Posts, India;
- Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

- Minors (except through their Guardians)
- Partnership firms or their nominations
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

### **MAXIMUM AND MINIMUM APPLICATION SIZE**

#### **1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000/-. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000/-.

#### **2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000/- and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000/- for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

### **METHOD OF BIDDING PROCESS**

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and [●] Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a. The Bid/Offer Period shall be for a minimum of three Working Days and shall not exceed ten Working Days. The Bid/Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and [●] Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the BRLM.

- b. During the Bid/Offer Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c. Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder / Applicant at or above the Offer Price will be considered for allocation / Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d. The Bidder/Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “*Buildup of the Book and Revision of Bids*”.
- e. Except in relation to the Bids received from the Anchor Investors, the BRLM the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- f. The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid / Offer Period i.e., one working day prior to the Bid / Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g. Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism – Terms of payment and payment into the Escrow Accounts” in the section “*Offer Procedure*” beginning on page 301 of this Draft Red Herring Prospectus.
- h. Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i. If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k. The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal / failure of the Offer or until withdrawal / rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal / failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price subject to minimum of 105% and the Floor Price shall not be less than the face value of the Equity Shares. 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 disclosed. If the revised price band decided, falls within two different price bands then the minimum application lot size shall be decided based on the price band in which the higher price falls.

- b. Our Company in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at the Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at the Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

**Participation by Associates / Affiliates of BRLM and the Syndicate Members:**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe to the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters, and Promoter Group can apply in the Offer under the Anchor Investor Portion.

**Option to Subscribe to the Offer:**

- a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b) The Equity Shares, on the allotment, shall be traded on the Stock Exchange in the Demat segment only.
- c) A single application from any investor shall not exceed the investment limit / minimum number of Equity Shares that can be held by him/her/it under the relevant regulations / statutory guidelines and applicable law.

**Information for the Bidders:**

1. Our Company and the BRLM shall declare the Offer Opening Date and Offer Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
2. Our Company will file the Draft Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Draft Red Herring Prospectus will be available with the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide

the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his / her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating in transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID, and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1) (ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below:

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid / Offer Opening Date and be completed on the same day.
5. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to ₹ 200 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than ₹ 200 Lakhs but up to ₹ 2,500 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than ₹ 2,500 Lakhs i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹ 2,500 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2,500 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid / Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid / Offer Opening Date, through intimation to the Stock Exchange.



7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid / Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
10. 50% of Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment and remaining shall be locked in for 90 Days from the date of allotment.
11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
12. Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

### **BIDS BY ELIGIBLE NRI'S:**

Eligible NRIs may obtain copies of the Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

### **BIDS BY FPI INCLUDING FII'S:**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Offer or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

#### **BIDS BY HUF'S:**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

#### **BIDS BY MUTUAL FUNDS:**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES:**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

### **BIDS BY LIMITED LIABILITY PARTNERSHIPS:**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

### **BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- (1) Equity shares of a company: the least of 10%\* of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (2) 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
- (3) The industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,50,00,000 Lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 50,00,000 Lakhs or more but less than ₹ 2,50,00,000 Lakhs.

### **BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and / or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- With respect to Bids made by provident funds with a minimum corpus of ₹2500 Lakhs (subject to applicable law)

and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form.

- With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form.
- Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹2500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹2500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

#### **BIDS BY BANKING COMPANY:**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments company cannot exceed 20% of the bank's paid-up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of RBI, if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services; or (iv) make any investment in a Category III AIFs and any investment by a bank's subsidiary in a Category III AIF shall be restricted to the regulatory minima prescribed by SEBI. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

The banking company is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 as amended; and (iii) investment of more than 10% of the paid-up capital / unit capital in a Category I AIF or Category II AIF.

### **BIDS BY SCSB'S:**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public Offers and clear demarcated funds should be available in such account for such Bid cum applications.

### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

- Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
- The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

### **Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders:**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

### **Terms of payment**

The entire Offer price of ₹ [●]/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

### **Payment Mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal / failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a Public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018; Retail Individual Investors applying in public Offer have

to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: — “EMA Partners India Limited Anchor– Resident Escrow Account”
- b. In case of Non-Resident Anchor Investors: — “EMA Partners India Limited Anchor– Non-Resident Escrow Account ”
- c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.
3. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Draft Red Herring Prospectus.
4. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded during the Bid/Offer period till 5.00 p.m. on the Bid/ the Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
5. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a. the applications accepted by them,
  - b. the applications uploaded by them
  - c. the applications accepted but not uploaded by them or
- d. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts
6. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to;
  - a. The applications accepted by any Designated Intermediaries
  - b. The applications uploaded by any Designated Intermediaries or
  - c. The applications accepted but not uploaded by any Designated Intermediaries
7. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

8. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields.*

9. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
- Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
10. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
11. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
12. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
13. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
14. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and / or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
15. The Designated Intermediaries will be given time till 5.00 p.m. on the Bid / Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with

Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

16. The SCSBs shall be given one day after the Bid / Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
17. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

### **Build of the Book**

- a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid / Offer Period.
- b. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid / Offer Period.

### **Withdrawal of Bids**

- a. RIIs can withdraw their Bids until Bid / Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid / Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b. The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### **Price Discovery and Allocation**

- a. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Offer Price and the Anchor Investor Offer Price.
- b. The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c. Under-subscription in any category (except QIB Category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d. In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the issuer, Bidders may refer to the RHP.
- e. In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f. Allocation to Anchor Investors shall be at the discretion of our Company in consultation with the BRLM, subject to compliance with the SEBI Regulations.

### **Illustration of the Book Building and Price Discovery Process:**

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

<b>Bid Quantity</b>	<b>Bid Amount (₹)</b>	<b>Cumulative Quantity</b>	<b>Subscription</b>
500	24	500	16.67%



1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

Bids are valid Bids and are considered for allocation in the respective categories.

### **Signing of Underwriting Agreement and Registering of Red Herring Prospectus / Prospectus with ROC**

Our company has entered into an Underwriting Agreement dated September 6, 2024.

- a. A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 26 & 32 of Companies Act, 2013.

### **Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Draft Red Herring Prospectus with the ROC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Offer advertisement, we shall state the Bid Opening Date and the Bid / Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

### **Advertisement Regarding Offer Price and Prospectus:**

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **GENERAL INSTRUCTIONS:**

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid / Offer period and withdraw their Bids until Bid/Offer Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

### **Do's:**

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only.

However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.

9. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Offer;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only.
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹ 2 Lakhs/- (f or Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

**Other instructions for the Bidders Joint Bids**

**Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form / Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

**Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be

treated as multiple Bids and are liable to be rejected.

### **Permanent Account Number or PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Bidders should mention his/her PAN allotted under the IT Act. Bid cum Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN, as the Bid cum Application is liable to be rejected on this ground. Our Company/Registrar to the Offer, Book Running Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Bidder.

**Our Company/Registrar to the Offer, Book Running Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Bidder.**

### **Investor Grievance**

In case of any pre-Offer or post Offer related problems regarding demat credit / refund orders / unblocking etc. the Investors can contact the Compliance Officer of our Company.

### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **Submission of Bids**

- a. During the Bid / Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b. In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c. For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Bidder, the Company in consultation with the Book Running Lead Manager may reject Bid cum Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Investors, Retail Individual Investors who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that RIIs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

### **GROUND OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;

- Bids for number of Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form / Application Form does not tally with the amount payable for the value of the Equity Shares Bid / Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest / money order / postal order / cash / cheque / demand draft / pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid / Offer Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account numbers.
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act.
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form / Application Form. Bids not duly signed by the sole / First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application

Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.

- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

## **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **BASIS OF ALLOTMENT**

#### **a. For Retail Individual Bidders:**

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

#### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

#### **c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders / Applicants may refer to the SEBI ICDR Regulations or RHP/ Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- 1) In the first instance allocation to Mutual Funds for [●] % of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●] % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above Offer Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to

all QIB Bidders as set out in (b) below;

2) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

**d. Allotment to Anchor Investor (If Applicable)**

- a. Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the issuer, in consultation with the BRLM, subject to compliance with the following requirements:
  - i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹200 Lakhs;
    - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹200 lakhs and up to ₹2500 lakhs subject to minimum allotment of ₹100 lakhs per such Anchor Investor; and
    - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b. A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c. **In the event that the Offer Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be is to such Anchor Investors.
- d. **In the event the Offer Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.
- e. **Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Offer:**

In the event of the Offer Being Over-Subscribed, the issuer may finalise the Basis of Allotment in consultation with the NSE EMERGE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

  - a. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
  - b. The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
  - c. For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
    - Each successful Bidder shall be allotted [●] equity shares; and

- The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- d. If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2 Lakhs Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Issuance of Allotment Advice:**

- 1) Upon approval of the Basis of Allotment by the Designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Company shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been allotted Equity Shares in the Offer.
- 2) The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- 3) Company will: (i) complete the allotment of the equity shares; and (ii) initiate corporate action for credit of shares to the successful Bidder's Depository Account within 2 working days of the Offer Closing date. The Company also ensures the credit of shares to the successful Bidders Depository Account is completed on the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the Company.
- 4) The Company will issue and dispatch letters of allotment/or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

#### **Designated Date:**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will issue and dispatch letters of allotment / or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Bid /Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

#### **Instructions for Completing the Bid Cum Application Form:**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.



SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public Offers using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect from January 01, 2016.

#### **Bidder's Depository Account and Bank Details:**

**Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.**

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

#### **Submission of Bid Cum Application Form:**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

#### **Communications:**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **Disposal of Application and Application Moneys and Interest in Case of Delay:**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Offer Closing Date, would be ensured; and

If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application

money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and / or imprisonment in such a case.

**Right to Reject Applications:**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

**Impersonation:**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

**“Any person who—**

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

Section 447 of Companies Act, 2013 deals with ‘Fraud’ and prescribed a punishment of imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud.

**Undertakings by Our Company:**

We undertake as follows:

1. That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Offer Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within two Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter’s contribution in full has already been brought in;
6. That no further Offer of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Offer after the Bid / Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange / RoC / SEBI, in the event our Company subsequently decides to proceed with the Offer;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription

amount received will be refunded / unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

11. That the Promoters' contribution in full, if required, shall be brought in advance before Offer opens for subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on Bidders in accordance with applicable provisions under SEBI ICDR Regulations;
12. That funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
13. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
14. That it shall comply with such disclosure and account norms specified by SEBI from time to time.

#### **Undertaking by the Selling Shareholders:**

The Selling Shareholders, specifically undertake and/or confirm the following solely in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

- a. it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;
- b. its respective portion of the Offered Shares shall be transferred pursuant to the Offer, free and clear of any encumbrances;
- c. it shall not 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 in the Offer, except for fees or commission for services rendered in relation to the Offer; and
- d. it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from the Stock Exchange.

#### **Utilization of Offer Proceeds:**

The Board of Directors of our Company certifies that:

1. All monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2. Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized.
3. Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested
4. Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
5. Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL:**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Tripartite Agreement dated Date July 19, 2024 between NSDL, our Company and Registrar to the Offer; and
- b. Tripartite Agreement dated Date August 28, 2024 between CDSL, our Company and Registrar to the Offer.

The Company's equity shares bear an International Securities Identification Number INE0ZOL01023.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“**FEMA**”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of 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 government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“**RBI**”) and Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**DPIIT**”).

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the “**FDI Policy**”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a Non-Resident does not require the prior approval of the RBI, provided that:

- i) The activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SAST 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.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company. For details, please refer to the section titled ‘*Offer Procedure*’ beginning on page 301 of this Draft Red Herring Prospectus.

### Foreign Exchange Laws

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017.

Foreign investment in this Offer shall be on the basis of the FEMA Rules.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government.

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. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

#### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognized stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“**US Securities Act**”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “**US Persons**” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “**Prospectus Directive**”) has been or will be made in respect of the Offer in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Offer.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

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

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## SECTION XII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

### *THE COMPANIES ACT, 2013 (COMPANY LIMITED BY SHARES)*

### *ARTICLES OF ASSOCIATION OF EMA PARTNERS INDIA LIMITED*

The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on June 12, 2024. In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

1. The regulations contained in Table 'F' of Schedule I of Companies Act 2013 shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles

### INTERPRETATION

2.
  - (i) In the interpretation of these Articles, the following expressions shall have the following meanings unless repugnant to the subject or context:
    - a) **"The Company"** or **"This Company"** means **EMA PARTNERS INDIA LIMITED**.
    - b) **"The Act"** means the Companies Act, 2013 including any statutory amendments thereto and the rules and Schedules made there under, and notified from time to time.
    - c) **"These Articles"** or **"Articles"** means Article of Association of the Company as originally framed or altered from time to time by Special Resolution or applied in pursuance of any previous Company law or of this Act.
    - d) **"Auditors"** means and include those persons appointed as such for the time being by the Company.
    - e) **"Beneficial Owner"** means and include beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996 or such other Act as may be applicable.
    - f) **"Board"** or **"Board of Directors"** means the collective body of the Directors of the Company, as constituted from time to time, in accordance with Law, and the provisions of these Articles.
    - g) **"Board Meeting"** means any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with Law and the provisions of these Articles;
    - h) **"Capital"** means the share capital for the time being raised or authorized to be raised, for the purpose of the company.
    - i) **"The Chairperson"** means the Chairperson of the Board of Directors for the time being of the Company.
    - j) **"Charge"** means an interest or lien created on the property or assets of a Company or any of its undertakings or both as security and includes a mortgage.
    - k) **"Committees"** means committees constituted by the Board of Directors of the Company from time to time;

- l) **“Debentures”** includes debenture-stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the company or not.
- m) **“Depositories Act”** means the Depositories Act, 1996 and includes any statutory modification(s) or re-enactment thereof for the time being in force.
- n) **“Depository”** means a Depository as defined in clause (e) sub- section (1) of section 2 of the Depositories Act, 1996.
- o) **“Director”** means a director appointed to the Board of a company.
- p) **“Dividend”** includes any interim dividend.
- q) **“E-voting”** means voting by electronic means as prescribed under the Act.
- r) **"Employees' Stock Option"** means the option given to the directors (except Promoters, persons belonging to Promoter Group and Independent Directors), officers or employees of a company, or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares at a future date at a pre-determined price
- s) **“Equity Share Capital”** means the total issued and paid-up equity share capital of the Company, calculated on a Fully Diluted Basis;
- t) **“Executor”** or **“Administrator”** means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.
- u) **"Legal Representative"** means a person who in law represents the estate of a deceased Member.
- v) **“Members”** in relation to a Company, means;
  - A. The subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company, and on its registration, shall be entered as member in its register of members;
  - B. Every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company;
  - C. Every person holding shares of the company and whose name is entered as a beneficial owner in the records of a Depository.
- w) **“Meeting”** or **“General Meeting”** means a meeting of the members of the Company.
- x) **“Annual General Meeting”** means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act.
- y) **“Extraordinary General Meeting”** means an extraordinary general meeting of the Members duly called and constituted and any adjourned holding thereof.
- z) **“Month”** means a calendar month.
- aa) **“National Holiday”** means and includes a day declared as National Holiday by the Central Government.
- bb) **“Office”** means the registered office for the time being of the Company.
- cc) **“Ordinary or Special Resolution”** means an ordinary resolution, or as the case may be, special resolution referred to in Section 114 of the Act.
- dd) **“Paid-up share capital”** or **“share capital paid up”** means such aggregate amount of money credited as paid up as its equivalent to the amount received as paid up in respect of shares issued and also includes any



amount credited as paid up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called.

- ee) **“Proxy”** means an instrument whereby any person is authorized to attend a meeting and vote for a member at the general meeting on a poll and includes attorney duly constituted under the power of attorney.
  - ff) **“Register of Beneficial Owners”** means the register of members in case of shares held with a Depository in any media as may be permitted by law, including in any form of Electronic Mode
  - gg) **“The Register of Members”** means the Register of Members to be kept pursuant to Section 88 of the Act and includes Register of Beneficial Owners.
  - hh) **“The Registrar”** means the Registrar, an Additional Registrar, a Joint Registrar, a Deputy Registrar, or an Assistant Registrar, having the duty of registering Companies and discharging various functions under the Act.
  - ii) **“The Company’s Regulations”** means the regulations for the time being for the management of the Company.
  - jj) **“Company Secretary”** or **“Secretary”** means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary under this Act.
  - kk) **“Security”** means Shares, Debentures and/or such other securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956
  - ll) **“Share”** means a share in the share capital of a Company and includes stock
  - mm) **“The Seal”** means the common seal of the Company.
  - nn) **“The Statutes”** means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.
  - oo) **“Year”** and **“Financial Year”** **“Years”** means the calendar year and **“Financial Year”** shall have the meaning assigned thereto by Section 2 (41) of the Act.
  - pp) Words importing the **singular number** include, where the context admits or requires, the plural number and vice versa.
  - qq) Save as aforesaid, **words or expressions contained in these Articles shall bear** the same meaning as in the Act or any statutory modifications thereof for the time being in force.
- (ii) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

### **CAPITAL AND INCREASE AND REDUCTION OF CAPITAL**

3. The Authorised Share Capital of the Company shall be of such amount as may be mentioned in the Capital Clause of the Memorandum of Association of the Company from time to time.
4. The Company in General Meeting may from time to time, increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given as the Directors shall determine, and in particular, such shares may be issued with a preferential or qualified rights to dividends, and in the distribution of assets of the Company, and with a right of voting at general meetings of the Company in conformity with Sections 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act.

5. Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—
- (i) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—
    - (a) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or lessor days as may be prescribed in the Act and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
    - (b) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right; (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the company;
  - (ii) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or
  - (iii) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, subject to and in accordance with the Act and the Rules.

Nothing in this Article shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company: Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

6. Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.
7. On the issue of redeemable preference shares under the provisions of Article 6 hereof, the following provisions shall take effect:-
- (i) no such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of the redemption.
  - (ii) no such shares shall be redeemed unless they are fully paid.
  - (iii) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the shares capital of the Company shall, except as provided in Section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

8. The Company may (subject to the provisions of Sections 55 and 66 both inclusive, of the Act) from time to time by Special Resolution reduce its capital, any Capital Redemption Reserve Account or Share premium Account in any Manner for the time being authorized by law, and in particular capital may be paid off on the footing that it may be called upon against or otherwise. This Article is not to derogate from any power the Company would have if it were omitted.
9. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.
10. The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.
11. The Company may issue shares to Employees including its Directors (other than independent directors or promoters or belong to the Promoter Group) and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.
12. Subject to the provisions of section 61 of the Act, the Company in General Meeting may from time to time sub-divide or consolidated its shares, or any of them, and the resolution whereby any shares sub-divided, may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some reference or special advantages as regards dividend, capital or otherwise over or as compared with the others or other, Subject as aforesaid, the Company in general Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its shares capital by the amount of the shares so cancelled.

#### **AUTHORISING COMPANY TO BUY BACK ITS OWN SHARES**

13. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

#### **SHARE AND CERTIFICATES AND VARIATION OF RIGHTS**

14. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons and in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section the Act) and at such time as they may from time to time think fit and with sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors thinks fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.
  - (i) Unless the shares have been issued in dematerialized form in terms of applicable laws, every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
    - (a) one certificate for all his shares without payment of any charges; or
    - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
  - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- (iv)
  - (a) Where a new certificate has been issued in pursuance of this Articles, particulars of every such share certificate shall be entered in a Register of renewed and duplicate certificate indicating against the names of the persons to whom the certificate is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes in the Register of Members by suitable cross reference in the "Remarks" column.
  - (b) Every member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so time determine) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificates of shares shall be under the seal or the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that, in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holder.

15.

- (i) If any share certificate be worn out, defected, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under this Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs. 2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

- (ii) The provisions of this Article shall mutatis mutandis apply to debentures of the company.

16. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as recognised in accordance with the Act) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. If any shares stands in the names of two or more persons, the person first named in the register shall be regards receipt of dividends or bonus or service of notice and all or any other matters connected with the company, except voting at meetings be deemed the sole holder thereof, but the joint holders of the share, shall

be severally as well as jointly liable for the payment of all instalments and calls due in respect of such shares for all incidents thereof according to the company regulations.

17. Except as ordered by a Court of competent jurisdiction or as by law required, the company shall not bound to recognize any equitable, contingent, future or partial interest in any share, or (except provided) any rights in respect of a share other than absolute rights thereto, in accordance with this Article, in the person from time to time registered as the holder thereof, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.
18. If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalment, every such instalment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.
19. None of the funds of the company shall be applied for the purchase of any share of the company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the company or in its holding company save as provided by section 67 of the Act.
20.
  - (i) any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
  - (ii) To every such separate meeting, the provisions of these regulations relating general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

#### **DEMATERIALIZATION OF SECURITIES**

21. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.
22. The Board or any Committee thereof shall be entitled to dematerialize Securities or to offer securities in a dematerialized form pursuant to the Depositories Act, 1996, as amended. The provisions of this Section will be applicable in case of such Securities as are or are intended to be dematerialized.
23. Every holder of or subscriber to Securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed by law, issue to the Beneficial Owner the required certificates for the Securities.
24. If a person opts to hold his securities with the Depository, the Company shall intimate such Depository the details of allotment of the securities, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the securities.
25. All securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by on behalf of the Beneficial Owners.

26.

- (i) Notwithstanding anything to the contrary contained in these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of Securities of the Company on behalf of the Beneficial Owner.
- (ii) Save as otherwise provided in sub-clause above, the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
- (iii) Every person holding Securities of the Company and whose name is entered as the Beneficial Owner of securities in the record of the Depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the Securities which are held by a Depository and shall be deemed to be a Member of the Company.

27. Notwithstanding anything to the contrary contained in these Articles, where Securities of the Company are held in a Depository, the records of the beneficiary ownership may be served by such Depository on the Company by means of Electronic Mode or by delivery of floppies or discs.

28. Nothing contained in Section 56 of the Act or anything to the contrary contained in these Articles shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

29. Notwithstanding anything to the contrary contained in these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities.

30. Notwithstanding anything to the contrary contained in these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to securities held with a Depository.

31. The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act, 1996, as amended shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

#### **UNDERWRITING AND BROKERAGE**

32. Subject to the provisions of section 40 of the Act:

- (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

33. The company may pay a reasonable sum for brokerage.

#### **CALLS ON SHARES**

34.

- (i) Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share (or such other per cent. determined the Board or prescribed under applicable law) or be payable at less than one month or such other period prescribed under applicable law from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.

35. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

36. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

37.

- (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

38.

- (i) sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

39. The Board

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the company.

#### **LIEN**

40. The company shall have a first and paramount lien:

- (a) upon all share/debenture (not being a fully paid share/debenture), (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all monies (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 except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures.
- (b) Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the company's lien If any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions or this Article.

- (c) The fully paid up shares shall be free from all lien and in the case of partly paid up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

41. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made:

- (i) unless a sum in respect of which the lien exists is presently payable; or
- (ii) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

42.

- (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

43.

- (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **FORFEITURE OF SHARES**

44. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

45. The notice aforesaid shall:

- (i) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (ii) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

46. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of forfeited shares and not actually paid before the forfeiture.

47. When any shares shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in any manner invalidated, by any omission or neglect to give such notice or to make any such entry as aforesaid.

48. The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in all claims and demands against the Company in respect of the share and all other rights, incidental to the share except only such of those rights as by these Articles are expressly saved.



49.

- (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

50.

- (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies (calls, instalments, interest and expenses) which, at the date of forfeiture, were presently payable by him to the company in respect of the shares and Board may enforce the payment thereof or any part thereof, without any deduction or allowance for the value for the shares at the time of forfeiture, but shall not be under any obligation to do so.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

51.

- (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

52. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the company have been seen previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors, shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons, entitled thereto.

53. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **TRANSFER AND TRANSMISSION OF SHARES**

54.

- (i) The Instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- (iii) The Instrument of transfer shall be in writing and all provisions of Section 56 of the Act, and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
- (iv) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document

55. The Board may, subject to the right of appeal conferred by section 58 decline to register:

- (i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (ii) any transfer of shares on which the company has a lien.

56. The Board may decline to recognise any instrument of transfer unless:

- (i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (iii) the instrument of transfer is in respect of only one class of shares.

57. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

58.

- (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

59.

- (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:
  - (a) to be registered himself as holder of the share; or
  - (b) to make such transfer of the share as the deceased or insolvent member could have made
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

60.

- (i) the person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member of the marriage of a female member, or by any lawful means other than by a transfer in accordance with these presents may with the consent of Board of Directors (which shall not be under any obligation to give) upon producing such evidence that he sustains the character in respects of which he proposes to act under his article of his title, as the Board of Directors thinks sufficient, either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board of Directors registered as such holder.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

61. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that

he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

62. No share shall in any circumstances be transferred to any infant, insolvent or persons of unsound mind.
63. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board of Directors may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such conditions and regulations as the Board of Directors shall from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors. The Company shall also use a common form of transfer. Subject to applicable law, the Board may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s).
64. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice, or referred thereto, in any book or the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may be entered or referred to in some book of the Company, but the company shall nevertheless be at liberty to regard and attend to any such notice and given effect thereto, if the Board of Directors shall so think fit.
65. Subject to the provisions of the Act, these Articles, or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to any shares or interest of a member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

#### **BOARD TO RECOGNIZE BENEFICIAL OWNERS OF SECURITIES**

66. Notwithstanding anything to the contrary contained in these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Securities on behalf of a Beneficial Owner.
67. Save as otherwise provided hereinabove, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it, and the Beneficial Owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of its securities held by a Depository.
68. Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears as the Beneficial Owner of the securities in the records of the Depository as the absolute owner thereof and accordingly the Company shall not be bound to recognise any benami, trust or equitable, contingent, future or partial interest in any Security or (except otherwise expressly provided by the Articles) any right in respect of a Security other than an absolute right thereto, in accordance with these Articles on the part of any other person whether or not it shall have express or implied notice thereof.

#### **NOMINATION**

69. Every holder of Shares in, or Debentures of the Company may at any time nominate, in the manner prescribed under the Act, a person to whom his shares in or Debentures of the Company shall vest in the event of death of such holder.

70. Where the Shares in, or Debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or Debentures of the Company, as the case may be, held by them shall vest in the event of death of all joint holders.
71. Notwithstanding anything to the contrary contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, or in these Articles, in respect of such shares in or Debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in, or Debentures of the Company, the nominee shall, on the death of the shareholders or holder of Debentures of the Company or, as the case may be, on the death of all the joint holders become entitled to all the rights in the shares or Debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the provisions of the Act.
72. Where the nominee is a minor, it shall be lawful for the holder of the shares or holder of Debentures to make the nomination to appoint, in the prescribed manner under the provisions of the Act, any person to become entitled to the shares in or Debentures of the Company, in the event of his death, during the minority.

#### **COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS**

73. Copies of the Memorandum and Articles of Association of the Company and of other documents referred to in Section 17 of the Act shall be sent by the Board to every Member at his request, within 7 days of the request, on payment of rupee one hundred for each copy

#### **BORROWING POWER**

74. The Board may, from time to time at its discretion subject to the provisions of Sections 179 and of the Act, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company, provided that the Board shall not without the sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.
75. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it may think fit, and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture-stock, or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.
76. Any debentures, debenture-stock, bonds or other securities may be issued at a premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting by a Special Resolution.
77. Save as provided in Section 56 of the Act no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of the debentures.
78. If the Board refuses to register transfer of any debentures the company shall, within one month from the date on which the instrument of transfer was lodged with the Company send to the transferee and to the transferor notice of the refusal.
79. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company, and shall cause the requirements of the Act in that behalf to be duly complied with, so far as they fail to be complied with by the Board.
80. The Company shall if at any time it issues debentures, keep a Register and Index of Debenture holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any state or Country outside India a branch of Debenture-holders resident in that State or country.

## CONVERSION OF SHARES INTO STOCK AND RECONVERSION

81. The Company in General Meeting may convert any paid-up shares into stock, and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interest, in the same manner and subject to the same regulations as, and subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstance will admit. The company may at any time reconvert any stock into paid-up shares of any denomination.
82. The holders of stock shall, according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at meeting of the Company and matters as if they held the shares from which the stock arose, but no such privileges or advantage (except participation in the Dividends and profits of the Company and in the assets of winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

## MEETINGS OF MEMBERS

83. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. All General Meetings other than Annual general meetings shall be Extra-ordinary General Meetings. The first Annual General Meeting shall be held within a period of nine month from the date of closing of the first financial year of the Company and in any case, within a period of six months, from the date of closing of the year, provided that not more than fifteen months shall elapse between the date of one annual general meeting of a Company and that to the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the register under provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours, that is between 9.00 AM to 6.00 PM on any day that is not a National Holiday and shall be held at the registered office of the Company or at some other place within the city in which the registered office of the Company is situated, as the Board may determine and the Notices calling the Meeting shall specify it as the Annual General Meeting. The Company may in any one Annual General Meeting fix the time for its Subsequent Annual General Meetings. Every member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall be entitled to attend and to be heard at any General Meeting which he attends on any part of the business, concerns him as auditor.
84. The Board may, whenever it deems fit, call an extra ordinary general meeting of the Company.
85. The extraordinary general meeting shall be called by the Board, at the requisition in writing made by such number of members who hold, on the date of receipt of requisition, not less than one-tenth of such of paid-up capital of the Company as on the date carries the right of voting in regard to the matter in respect of which the requisition has been made.
86. Any valid requisition so made by members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionist and be deposited at the registered office of the Company, provided that such requisition may consist of several documents in loose form and each shall be signed by one or more requisitionist.
87. Upon the receipt of any such requisition the Board shall within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call an extra ordinary general meeting for the consideration of that matter on a day not later than forty -five days from the date of receipt of such requisition. The requisitionists, or such of their number as represent either a majority in value of the paid-up share capital held by all of them or not less than one-tenth of the paid-up share capital of the Company as is referred to section 100 of the Act, whichever is less, may themselves call the meeting, but in either case, any meeting so called may be held within three months from the date of the delivery of the requisition as aforesaid.
88. Any reasonable expenses incurred by the requisitionists in calling an extraordinary meeting shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such directors who were in default in calling the meeting.
89. Any meeting called under the foregoing Articles by the requisitionists shall be called and held in the same manner, as nearly as possible, as that in which meeting is to be called and held by the Board.

90. A general meeting of the Company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be prescribed.

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or in electronic mode as prescribed under Section 101 of the Act.

91. Notice shall, specifying the day, place/mode and hour of meeting, and the general nature of the business to be transacted thereat, shall be given in the manner hereinafter provided, to such persons as are under these Article entitled to receive notice from the Company.
92. No General Meeting, Annual or Extraordinary, shall be competent to enter upon discuss or transact any business, which has not been mentioned in the notice or notices upon which it was convened.
93. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.
94. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.
95. If, at the quorum is not present within half-an-hour form the time appointed for holding a meeting of the company
- (i) the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other date and such other time and place as the Board may determine; or
  - (ii) the meeting called by requisitionists under section 100 of the Act, shall stand cancelled.

Provided, that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (i), the company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

96. The Chairperson (if any) of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there be no such Chairperson of the Board, or if at any meetings he shall not be present within fifteen minutes of the time appointed for holding such meeting, or if he shall be unable or unwilling to take the chair, then the directors present may choose one of their members to be the Chairperson of the meetings. If no director be present or if all the director present decline to take the chair, then the Members present shall elect one of themselves to be the Chairperson thereof on a show of hands. If a poll is demanded on the election of the Chairperson, it shall be taken forthwith in accordance with the provisions of the Act and the Chairperson elected on a show of hands under sub-section (1) of section 104, shall continue to be the Chairperson of the meeting until some other person is elected as Chairperson as a result of the poll, and such other person shall be the Chairperson for the rest of the meeting.
97. No business shall be discussed at any General Meeting except the election of a Chairperson, while the Chair is vacant.
98. The Chairperson with the consent of the members may adjourn any meeting from time to time and from place to place in the city in which it is held but, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **VOTING RIGHTS AND PROXY**

99. No member shall be entitled to vote either personally or by proxy, at any General Meeting or meeting of class of shareholders either upon show of hands or upon a poll 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, and has exercised any right of lien.
100. Subject to the provisions of these Articles and without prejudice to any special privileges or restriction as to voting for the time being attached to any class of shares for the time being forming part of the Capital of the Company every

member not disqualified by the last preceding Article shall be entitled to be present, and to speak and vote at such meeting, and on show of hands every member present in person shall have one vote and upon a poll the voting rights of every member present in person or by proxy shall be in proportion to his shares of the paid-up equity share capital of the Company provided, however if any preference shareholder be present at any meeting of the Company, save as provided in clause (b) of sub-section (2) of Section 47, he shall have a right to vote only on resolutions placed before the meeting which directly affect the rights attached to his preference shares.

101. On a poll taken at meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not if he votes, use all his votes or cast in the same way all the votes he used.
102. Subject to the provisions of these Articles votes may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorized in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers including the rights to vote by proxy on behalf of the body corporate which he represents as the body could exercise if it were an individual member.
103. Any person entitled under these Articles to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the register holder of such shares provided that forty eight hours at least before the time for holding the or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right transfer such shares and give such indemnity (if any) as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
104. Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the common seal of such corporation or be signed by an officer or any attorney duly authorized by it, and any Committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meetings.
105. An instrument of proxy may appoint a proxy either for the purpose of particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company, or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.
106. A member present by proxy shall be entitled to vote only on a poll.
107. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
108. At any General Meeting, a Resolution put to the vote at the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on a show of hands) demanded under section 109 or voting is carried out electronically:
  - (i) by the Chairperson of the Meeting; or
  - (ii) by the member or Members present in person or by proxy and holding shares in the Company which confer a power to vote on the Resolution being not less than one-tenth of the total voting power in respect of the Resolution; or
  - (iii) by any Member or Members present in person or by proxy and holding shares in the company on which as aggregate sum of Five Lakh Rupees has been paid up; or
  - (iv) by any Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid up which is not less than one-tenth of the total sum paid on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairperson of the meeting that a resolution has, on a show of hands, been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Meeting of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

109. In the case of an equality of votes, the Chairperson shall both on a show of hands and at a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a member.
110. The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairperson present at the taking of poll shall be sole judge of the validity of every vote tendered at poll.
111. If a poll is demanded as aforesaid the same shall, subject to Articles be taken at such time (not later than forty-eight hours from the time when the demand was made) and place in the city or town in which the office of the Company is for the time being situate and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
112. Where a poll is to be taken, the Chairperson of the meeting shall appoint two scrutinizers to scrutinize the vote given on the poll and to report thereon to time. Once the scrutinizers so appointed shall always be a member (not being an officer or employee of the Company) present at the meeting provided such a member is available and willing to be appointed. The Chairperson shall have power at any time before the result of the poll is declared to remove a scrutineer from office and fill vacancies in the office of scrutinizer arising from each removal or from any other cause.
113. The demand for a poll except on the questions of the election of the Chairperson and of an adjournment shall prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
114. If there be joint holders of any shares, any one of such person may vote at any meeting or may appoint another person (whether a member or not) as his proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint holders be present at any meeting, that one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting, several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these Articles to be deemed joint holders thereof.
115. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy, if any member be a minor the vote in respect of his share or shares shall be by his guardian or any of his guardian if more than one to be selected in case of dispute by the Chairperson of the meeting.
116. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
117.
  - (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meetings at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
  - (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
118. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.



119. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
120. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy of any power of attorney under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **BOARD OF DIRECTORS**

- 121.
- (i) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Sections 2(10), 149, 162 and 152 of the Act, the company shall have a Board of Directors consisting of individuals as directors and shall have a minimum of three directors and a maximum of fifteen directors.

Provided, that the Company in General Meeting by passing a special resolution, may appoint more than fifteen directors

- (ii) The following were the first directors of the Company:

(a) Mr. Krishnan Sudarshan

(b) Mr. S Krishnaprakash

122. A Director of the Company shall not be bound to hold any Qualification Shares in the Company.
123. If at any time the company obtains any loans or any assistance in connection therewith by way of guarantee or otherwise from any person, firm, body corporate, local authority or public body (hereinafter called "the institution") or if any time the Company issues any shares, debentures and enters into any contract or arrangement with the institution whereby the institution subscribes for or underwrites the issue of the Company's shares or debentures or provides any assistance to the Company in any manner and it is a term of the relative loan, assistance, contract or agreement that the institution shall have the right to appoint one or more nominee directors on the Board the Company, then provisions of Section 161 of the Act and subject to the term and conditions of such loan, assistance, contract or arrangement with the institution shall be entitled to appoint one or more nominee Director or Directors, as the case may be, to the Board of the company and to remove from office of Board of Directors, any Director so appointed and to appoint another in his place or in the place of Director so appointed who resigns or otherwise vacates his office. Any such appointment or removal shall be made in writing and shall be served at the office of the Company. The nominee Director or Directors so appointed shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue on office for so long as the relative loan, assistance, contract or arrangement as the case may be, subsists.
124. If it is provided by the Trust Deed, securing or otherwise in connection with any issue of debentures of the Company, that any person or persons shall have power to nominate a Director of the company, then in the case of any and every such issue of Debenture, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A debenture director shall not be appointed in his place. A debenture director shall not be liable to retire by rotation. A Debenture director shall not be bound to hold any qualification shares.
125. The Company shall have at least one director who has stays in India for total period of not less than one hundred and eighty-two days during the financial year.
126. The Board of Directors of the Company may, by resolution passed by the company in general meeting, appoint a person, not being a person holding any Alternate Directorship for any other director in the company, to act as an Alternate Director for a director during his absence for a period of not less than three months from India.

Provided that no person shall be appointed as an alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act.

Provided further that an Alternate Director shall not hold office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate office if and when the Director in whose place he has been appointed returns to India.

Provided also that if the term of office of the original director is determined before he so returns to India, any provisions in the Act or in these Articles for his automatic reappointment of any retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

127. Subject to the provisions of Section 161 and 152 of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be an additional Director, but so that the total number of Directors shall not, at any time exceed the maximum fixed under these Articles, and any such additional Director shall hold office only up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.
128. Until otherwise determined by the Company in General Meeting, a Director shall not be required to hold any shares in the capital of the Company as his qualification.
129. Subject to the provisions of Sections 161, 152 and 169(7) of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to act as a Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date to which the Director is whose place he is appointed would have held office if it has not been vacated by him.

130.

- (i) Subject to the provisions the section 197 and Schedule V, a Managing Director, Whole time Director or Manager shall be appointed and the terms and conditions of such appointment and remuneration, either be payable monthly or at a specified percentage of the net profits of the company or partly by one way and partly by the other, be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule

Provided that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a Director or Directors in such appointments, if any.

- (ii) Subject to the provisions of the Act, a Director who is neither in the whole-time employment nor a managing Director, may be paid remuneration either:

- (a) by way of monthly payment or at a specified percentage of the net profits of the company or partly by one way or partly by another way;
- (b) the sitting fee payable to a Director (including Managing Director or Whole time Director, if any), for attending each meeting of the Board or Committee thereof or for any other purpose whatsoever, shall not be more than the amount prescribed by the Act and Rules made thereunder.

Provided that for Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.

131. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board are ordinarily held and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting, as above specified; and if any Director by called upon to go or resided out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any traveling or other expenses incurred in connection with business of the Company.

132. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by these Articles hereof, the continuing Directors not being less than two, may act for the purpose of increasing the number of directors to the number or for summoning a General Meeting but no other purpose.
133. The office of a Director shall ipso facto be vacated if:
- (i) he incurs any of the disqualifications specified in section 164 of the Act, 2013;
  - (ii) he absent himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
  - (iii) he act in contravention of the provisions of Section 184 of the Act, relating to entering into contracts or arrangements in which he is directly or indirectly interested;
  - (iv) he fails to disclose his interest in any contract or arrangements in which he is directly or indirectly interested, in contravention of the provisions of Section 184 of the Act;
  - (v) he becomes disqualified by an order of a court or the tribunal;
  - (vi) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months.  
Provided that the office shall be vacated by the director even if he has filed an appeal against the order of such court;
  - (vii) he has been removed in pursuance of the provisions of the Act;
  - (viii) he, having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary, or associate company, ceases to hold such office or other employment in that company.
134. A contract or arrangement entered into by the company without disclosure or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.
135. A General Notice given to the Board by the Directors, to the effect that he is a Director or member of a specified bodies corporate or is a partner of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm shall be deemed to be a sufficient disclosure of concern or interest in relating to any contract or arrangement so made. All such notices shall be kept at the registered office of the company and shall be preserved for a period of eight years from the end of the financial year to which it relates and shall be kept in the custody of the Company Secretary or any other person as authorized by the Board.
136. No Director shall as direct to take any part in the discussion of, or vote on any contract or arrangement entered into by or on behalf of the company, if he is in any way, whether directly or indirectly concerned or interested in such contract or arrangement not shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however, that nothing herein contained shall:
- (i) be taken to prejudice the operation of any rule of law restricting a director of a company from having any concern or interest in any contract or arrangement with the company;
  - (ii) apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or between one or more companies and one or more bodies corporate where any of the directors of the one company or body corporate or two or more of them together holds or hold not more than two percent of the paid up share capital in other company or the body corporate.

137. At every Annual General Meeting of the Company, one third of such of the directors for the time being, as are liable to retire by rotation or if their number is neither three nor a multiple of three, the number nearest to one-third shall retire from office.
138. Subject to Section 152 of the Act, the Directors to retire by rotation under Article 135 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire, shall in default of and subject to any agreement among themselves, be determined by lot.
139. At the Annual General Meeting at which a director retires under Article 138, the company may fill up the vacancy by appointing the retiring director or some other person thereto.
- 140.
- (i) the vacancy of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned until the same day in the next week, at the same time and place or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.
  - (ii) If at the adjourned meeting also, the vacancy of the retiring Director is not so filled up and the meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been reappointed at the adjourned meeting, unless:
    - (a) at that meeting or at the previous meeting the resolution for the re-appointment of such Director has been put to the meeting and lost;
    - (b) the retiring director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
    - (c) he is not qualified or is disqualified for appointment;
    - (d) a resolution whether special or ordinary, is required for the appointment or re-appointment by virtue of any provisions of the Act; or
    - (e) the provisions of Section 162 of the Act is applicable to the case.
- 141.
- (i) No person not being a retiring Director, shall be eligible for appointment to the office of Director at any General meeting unless he or some member intending to propose him has, not less than fourteen days before the meeting left at the office of the company a notice in writing under his hand signifying his candidature for the office of Director or as the case may be, the intention of such member to propose him as a candidate for that office.
  - (ii) Every person (other than a director retiring by rotation or otherwise or a person who has left at the office of the company a notice under Section 160 of the Act Signifying his candidature for the office of a Director) proposed as candidate for the office of a Director shall sign and file with the Company, the consent in writing to act as a Director if appointed along with the deposit of rupees one lakh.

Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 or a director recommended by the Board of Directors of the Company, in the case of a company not required to constitute Nomination and Remuneration Committee.
  - (iii) A person other than a Director reappointed after retirement by rotation or immediately on the expiry of his term of office, or an Additional or Alternate Director, or a person filling a casual vacancy in the office of a Director under Section 161 of the Act, appointed as a Director or re-appointed as an Additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

## **MANAGING DIRECTOR**

142. The Company shall not appoint or employ at the same time a managing director and a manager.
143. The Company shall appoint or re-appoint any person as its managing director, whole-time director or manager for term not exceeding five years at a time;

Provided that no re-appointment shall be made earlier than one year before the expiry of his term.

144. Subject to the provisions the section 197 and Schedule V, a Managing Director, Whole time Director or Manager shall be appointed and the terms and conditions of such appointment and remuneration, either be payable monthly or at a specified percentage of the net profits of the company or partly by one way and partly by the other, be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in Part I of the Schedule V of the Act.

Provided that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a Director or Directors in such appointments, if any.

145. The Company shall not appoint or employ, or continue the appointment or employment of a person as its managing director, whole-time Director or manager who:
- (i) is below the age of twenty-one years or has attained the age of seventy years:
  - (ii) Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;
  - (iii) is an undischarged insolvent; or has at any time been adjudged as an insolvent;
  - (iv) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them;  
or
  - (v) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

146. Subject to the provisions of the Act, where an appointment of managing director, whole-time director or manager is not approved by the company at a general meeting, any act done by him before such approval shall not be deemed to be invalid.

147. The Board of Directors may appoint Managing or Whole Time Director, Director or Manager to manage the affairs of the company and/or a secretary or other officers for such remuneration and on such terms and conditions with the sanctions of the Board and or shareholders in General Meeting and also approved by the Central Government, if applicable.

148. Notwithstanding anything contained under section 203 of Companies Act 2013 read with rules framed there under as applicable if any and unless otherwise provided by Article No. 154, the Managing Director shall also act as Chairperson of the Board Meetings and General Meetings of Members of the Company.

149. The Directors may appoint a Vice Chairperson of the Board of Directors to preside at meetings of the directors at which the Chairperson may not be present and determine the period for which he is hold office.

150. All meeting of the Directors shall be presided over by the Chairperson if present, but if at any meeting of Directors the Chairperson be not present at the time appointed for holding the same or the Chairperson refuse to preside, the Vice-Chairperson , if present, shall preside and if the Vice- Chairperson be not present at such time or if the Vice- Chairperson

refuses to preside or if no Chairperson or Vice Chairperson has been appointed under the Article and in that case the Directors shall choose one of the Directors then present to preside at the meeting.

### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

151. The Directors may meet together as a Board for the conduct of business from time to time, and shall so meet at least four times in a year in such manner, that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may adjourn and otherwise regulate their meetings as they think fit.
152. The participation of directors in a meeting of the Board may be either in person or through video conferencing of other audio-visual means, as prescribed in the Companies (Meeting of Board and its Powers) Rules, 2014, which are capable of recording and recognizing the participation of the directors and recording and storing the proceedings of such meeting along with date and time.
153. The Secretary or any officer of the Company, by order of the Board, shall send notice in writing of every Board meeting called, to every Director, not less than seven days before the meeting at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means.

Provided that a meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director, if any, shall be present at the meeting;

Provided further that in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director, if any.

154. The Board shall appoint a Chairperson of its meetings and determine the period for which he is to hold office. If no Chairperson is appointed or if any meeting of the Board the Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present shall choose someone of them to be Chairperson of such meeting.
155. The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of Section 174 of the Act. If a quorum shall not be present within the Board, the meeting stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.
156. A Meeting of the Board at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these articles for the time being vested in or exercisable by the Board.
157. Subject to the provisions of Section 203 and 196 of the Act, questions arising at any meeting shall be decided by a majority of votes, and in case of any equality of votes, the Chairperson shall have a second or casting vote.
158. The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far the same are applicable thereto, and are not superseded by any regulations made by the Board under these Articles.
159. Save in those case where a resolution is required to be passed at a meeting of the Board by the Act, a resolution shall be a valid and effectual as if it had been passed at a meeting of the Board or committee of the board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the directors, or to all the member of the Committee of the board as the case may be, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual address in India and has been approved by such of them as are then in India or by majority of them as are entitled to vote on the resolution.
160. All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director and had not vacated his office or his

appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have been terminated.

161. The Board may exercise all such powers of the Company and do all such acts, and things as are not, by the Act, or any other Act, or by the Memorandum, or by the Articles of the Company, required to be exercised by the Company in General Meeting subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulation being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting but no regulations made by the Company in General Meeting shall invalidate any prior to act of the Board which would have been valid if that regulation had not been made.
162. Without prejudice to the general powers conferred by this Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, it is hereby declared that the Directors shall have the following powers, that is to say, power;
- (i) to pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;
  - (ii) to pay any charge to the capital amount of the Company and Commission or interest lawfully payable there out under the provisions of the Act;
  - (iii) subject to Section 179 and 188 of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire, at for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or otherwise acquisition to accept such title as the Directors may believe or may be advised to a reasonably satisfactory;
  - (iv) at their discretion and subject to the provisions of the Act to pay for any (property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in case of shares, bonds, debentures, mortgages, or other securities of the Company, and such shares may be issued either as fully paid up or with such amount credited as paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, mortgages or other securities may be either specially charged upon all or any part of the property of the company and its uncalled capital or not so charged;
  - (v) to secure the fulfilment of any contracts or engagement entered into by the company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the firm being or in such manner as they may think fit;
  - (vi) to accept from any members, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;
  - (vii) to appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purposes; and execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;
  - (viii) to institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claim or demands by or against the Company and to refer any differences to arbitration, and observe and perform any awards made thereon;
  - (ix) to act on behalf of the Company in all matters relating to bankrupts and insolvents;
  - (x) to make and give receipts releases, and other discharge for moneys payable to the Company and for the claims and demands of the Company.

- (xi) subject to the provisions of Sections 179, 185 and 186 of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company), or without security and in such manner as they think fit, and from time to time vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name;
- (xii) to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;
- (xiii) to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, warrants, releases, contracts, and documents and to give the necessary authority for such purpose.
- (xiv) to distribute by way of bonus amongst the staff of the Company, share or shares in the profits of the Company, and to give to any officer or other persons employed by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company;
- (xv) to provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or by grants of money, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason or locality of operation, or of public and general utility or otherwise;
- (xvi) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation to depreciation fund, or to an Insurance Fund, or as a Reserve Fund, or sinking fund or any special fund to meet contingencies or to repay debentures or Debenture-stock, or for special dividends or for equalizing dividends or for repairing, improving extending and maintaining any of the property of the Company and such for other purpose (including the purposes referred to in the preceding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purpose as the Board in their absolute discretion think conducive to the interest of the company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital monies of the company might rightly be applied or expended; and to divide the reserve fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a reserve fund or division of a reserve fund to another reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation, fund, in the business of the company or in the purchase or re-payment of debentures



- or debenture stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper;
- (xvii) to appoint, and at their discretion remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants of permanent temporary or special services, as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amounts as they may think fit. Also from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit; and the provisions contained in the four next following sub-clause shall be without prejudice to the general powers conferred by this sub-clause;
  - (xviii) to comply with requirements of any local law which in their opinion it shall, in the interests of the Company, be necessary or expedient to comply with;
  - (xix) from time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local Boards and to fix their remuneration;
  - (xx) subject to Section 179 of the Act, from time to time and at any time, to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board, other than their power to make calls or to make loans or borrow moneys, and to authorize the Members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annual or vary any such delegation.
  - (xxi) at any time and from time to time by power of Attorney under the Seal of the Company, to appoint person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board, the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the Members of any Local Board, established as aforesaid or in favour of any company, or the shareholders, Directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly by the Board any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them;
  - (xxii) subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient;
  - (xxiii) from time to time to make vary and repeal by law for the regulation of the business of the Company, its officer and servants.

## **CHIEF EXECUTIVE OFFICER, MANAGER, SECRETARY OR CHIEF FINANCE OFFICER**

163. Subject to the provisions of the Act:

- (i) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board;
- (ii) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

164. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

### **THE SEAL**

165.

- (i) The Board may provide a Common Seal for the purpose of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors or one director and the secretary or such other person as the Board may appoint for the purpose; and those two directors or one director and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### **DIVIDENDS AND RESERVES**

166. The company in general meeting may declare dividends to be paid to members according to their respective rights, but no dividend shall exceed the amount recommended by the Board, but the company in general meeting may declare a smaller dividend.

167. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

168. No dividend shall be declared or paid by the company for any financial year except, Out of the profits of the company for that year arrived at after providing for depreciation in accordance with the provisions of schedule II of the Act, or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that schedule and remaining undistributed, or out of both, provided that;

- (i) The company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company:
- (ii) Where owing to inadequacy or absence of profits in any financial year, the company proposes to declare dividend out of the accumulated profits earned by it in previous year and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with Companies (Declaration and Payment of Dividend) Rules, 2014.
- (iii) No dividend shall be declared or paid by the company from its reserves other than free reserves.

169. The Board of Directors of the Company may declare interim dividend during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend:

Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

170.

- (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

171. No member shall be entitled to receive payments of any interest or dividend in respect of his share or shares, while any money may be due or owing from him to the company in respect of such share or shares or otherwise however, either alone or jointly with any other person or persons and the Board may deduct from any dividend or interest payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the Company.

172.

- (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) No dividend shall be paid by the company in respect of any share therein except to the registered shareholder of such share or his order or to his banker and shall not be payable except in cash.

Provided that nothing in this Article shall be deemed to prohibit the capitalization of profits or reserves of the company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the company.

Provided further that any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.

173. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

174. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

175. Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the company in that behalf in any scheduled bank, to be called "Unpaid Dividend Account". The company shall transfer any money transferred to the unpaid dividend account of a company that remains

unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act

There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases. The company shall comply with the provisions the Act in respect of all unclaimed or unpassed dividend.

176. No dividend shall bear interest against the company.

#### **CAPITALISATION OF PROFITS**

177.

- (i) The company in general meeting may, upon the recommendation of the Board, resolve:
  - (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards:
  - (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
  - (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - (e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

178.

- (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
  - (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power:
  - (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

- (iii) Any agreement made under such authority shall be effective and binding on such members.

## **ACCOUNTS**

179. The Company shall keep at the registered office or at such other place in India as the Board thinks fit, proper books of Account in accordance with Section 128 the Act.
180. Where the Board decides to keep all or any of the Books of Accounts at any place other than the office of the company the Company shall within seven days of the decision file with the Registrar a notice in writing given the full address of that other place.
181. The Company may keep the books the accounts or other relevant papers in accordance with Section 128 of the Act, in electronic mode in such manner as prescribed.
182. The Company shall preserve in good order the Books of Accounts relating to period of not less than eight years immediately preceding the financial year together with the vouchers relevant to any entry in such books of Account.
183. Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper Books of Account relating to the transactions effected at the branch office are kept at the branch office and proper summarized return made up to date at intervals of not more than three months are sent by the branch office to the Company at its office or other place in India, at which the company's Books of Account are kept as aforesaid.
184. The Books of Account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transaction; The Books of Account and other books and papers shall be open to inspection by any Directors during business hours.
185. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being Directors
186. No member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by law or authorized by the Board or by the company in general meeting.
187. The Directors shall from time to time, in accordance with Sections 129, 133 and 134 of the Act, cause to be laid before the company in General Meeting, such Balance Sheets, profits and loss account and reports as are required by these Sections.
188. A Copy of every Balance Sheet and Profit and loss account (including the Auditors Report and every other document required by law to be annexed or attached to the Balance Sheet) or a Statement containing salient features of such documents in the prescribed form, as laid down under Section 136 of the Companies Act, 2013 as the Company may deem fit, shall not less than twenty-one days before the Meeting at which the Balance Sheet and the profit and loss Account are to be laid before the Members, be sent to every person entitled thereto pursuant to the provisions of the Section 136 of the Companies Act, 2013 provided this Article shall not require a copy of the documents to be sent to any person of whose address the Company is not aware of or to more than one of the joint holders of any shares.

## **AUDIT**

189. Auditors shall be appointed and their rights and duties regulated in accordance with Section 139 to 145 of the Act.
190. The first Auditor or auditors of the company shall be appointed by the board within one month of the date of registration of the company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first annual general meeting:

Provided that the Company may, at a General Meeting remove and such auditor or all of such auditors and appoint in his or their place any other person or persons who have been nominated for appointment by any member of the Company and of whose nomination notice has been given to the members of the Company not less than fourteen days before the date of the meeting,

Provided further that if the Board fails to exercise its powers under this Article, the Company in General meeting may appoint the first Auditor or Auditors.

Provided also that before such appointment is made, the written consent of auditor to such appointment and a certificate from him or it that the appointment if made, shall be in accordance with the conditions as prescribed, shall be obtained from the auditor.

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in section 141 of the Act.

Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the registrar within fifteen days of the meeting in which the auditor is appointed.

## **DOCUMENTS AND NOTICES**

191.

- (i) A document or notice may be served or given by the Company or any member either personally or sending its by post to him to his registered address, if he has no registered address in India, to the address, if any, in India supplied by him to the Company for serving documents of notice on him.
- (ii) Where a documents or notice is sent by post, services of the documents or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice provided that where a member has intimated to the Company in advance that documents or notices should be sent him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be the manner intimated by the member and; such service shall be deemed to have been effected in the case of Notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

192. A document or notice advertised in a newspaper circulating in the neighbourhood of the office shall be duly served or sent on the day on which the advertisement appears on or to every member who has no registered address in India and has not supplied to the Company any address within India for serving of documents or the sending of notices to him.

193. A document or notice may be served or given by the Company on or given to the joint-holders of a share by serving or giving the document or notice or on or to the joint-holders named first in the Register of members in respect of the share.

194. A document or notice may be served or given by the Company on or to the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

195. Document or notices of every General Meeting shall be served or given in the same hereinbefore authorized on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member, and (c) the Auditor of Auditors for the time being of the Company.

196. Every person whom by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such shares, previously to his name and address being entered on the Register of members, shall have been duly served on or given to the person from whom he derives his title to such share.

197. Any document or notice to be served or given by the Company may be signed by a director or some person duly authorized by the Board of directors for such purpose and the signatures thereto may be written printed or lithographed.
198. All documents or notices to be served or given by members on or to the Company or any office thereof shall be served or given by sending it to the Company or any officer at the office by post under a certificate of posting or by registered post or by speed post or by courier or by delivering at his office or address, or by such by electronic or other mode

### **RECONSTRUCTION**

199. On any sale of the undertaking of the company the Board or the Liquidators on a winding-up may, if authorized by a Special Resolution accept fully paid or partly paid-up shares, debentures or securities of any other company whether incorporated in India or in part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realization or vest the same in trustees for them and any special Resolution may provide for the distribution or appropriation of the cash shares or other securities, benefits or property otherwise than in accordance with the strict legal right of the member or contributories of the company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized and waive all rights in relation the course of being wound up, such statutory right (if any) under of the Act as are incapable of being varied excluded by these Articles.

### **WINDING UP**

200. Subject to the provisions of Chapter XX of the Act and rules made thereunder:
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
  - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
  - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **INDEMNITY AND RESPONSIBILITY**

201. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

### **SECRECY**

202. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so declaration pledging himself to observe strict secrecy regarding all customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board as by Court of Law and except so far as be necessary in order to comply with any; of the provisions of these presents constituted.

## **GENERAL AUTHORITY**

203. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.



## SECTION XIII: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 204, The Summit Business Bay, Western Express Highway, Vile Parle (East), Mumbai - 400057, Maharashtra, India., from date of filing the Draft Red Herring Prospectus with RoC to Issue Closing Date on Working Days from 10.00 a.m. to 5.00 p.m.

#### A. Material Contracts

1. Offer Agreement dated September 06, 2024 entered between our Company and the Book Running Lead Manager, the Selling Shareholders of the Offer.
2. Agreement dated September 06, 2024 executed between our Company, Selling Shareholders and the Registrar to the Offer.
3. Underwriting Agreement dated September 06, 2024 entered between our Company, Selling Shareholders the Book Running Lead Manager and Underwriter.
4. Market Making Agreement September 06, 2024 entered between our Company, Book Running Lead Manager and Market Maker.
5. Bankers to the Offer Agreement dated [●] entered between our Company, the Book Running Lead Manager, Banker to the Offer/ Sponsor Bank and Registrar to the Offer.
6. Share Escrow Agreement dated [●] entered between our Company, Selling Shareholders and Share Escrow Agent
7. Syndicate Agreement dated [●] entered into among our Company, the Selling Shareholders, the Book Running Lead Manager, the Registrar and the Syndicate Members
8. Tripartite agreement among the NSDL, our Company and the Registrar dated July 19, 2024.
9. Tripartite agreement among the CDSL, our Company and the Registrar dated August 28, 2024.

#### B. Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board resolution dated September 04, 2024 and special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on September 04, 2024.
3. Resolution dated September 05, 2024 passed by the Board taking on record the participation of the Selling Shareholders in the Offer for Sale and other matters
4. Copies of Audited Financial Statements of our Company and material subsidiaries viz. EMA Executive Search, EMA Executive Search (Dubai) and EMA Partners Singapore Pte Ltd for the Financial Years ended March 31, 2024, 2023, and 2022.
5. Peer Review Auditors Report dated September 05, 2024 on Restated Consolidated Financial Information of our Company for the Financial Years ended March 31, 2024, 2023, and 2022.
6. Copy of Statement of Possible Tax Benefits dated September 15, 2024 from the Peer Review Auditor included in this Draft Red Herring Prospectus.

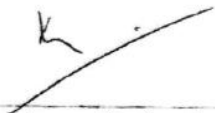
7. Certificate dated September 15, 2024 from the Statutory Auditors, with respect to our key performance indicators
8. Consents of the Directors, Promoters, Selling Shareholders, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor holding Peer Review Certificate, Book Running Lead Manager to the Offer, Legal Advisor to the Offer, Advisor to the Company, Bankers to our Company, Banker to the Offer, Registrar to the Offer, Underwriter, Market Maker, Industry Data provider and Syndicate Member to include their names in the Draft Red Herring Prospectus to act in their respective capacities.
9. Due Diligence Certificate from Book Running Lead Manager dated September 16, 2024.
10. Industry Report issued by Ken Research Private Limited
11. Share Subscription Agreement dated August 29, 2024 entered between the Company and Negen Undiscovered Value Fund.
12. IPO Committee Resolution dated September 16, 2024 for approval of Draft Red Herring Prospectus, dated [●] for approval of Red Herring Prospectus, and dated [●] for approval of Prospectus.
13. In-principle listing approval dated [●] from the National Stock Exchange of India Limited for listing the Equity Shares on the emerge Platform of the National Stock Exchange of India Limited (“**NSE EMERGE**”).

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant.

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and 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 SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

  
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**Krishnan Sudarshan**  
**(Chairman & Managing Director)**  
DIN: 01029826

Date: 16/09/2024  
Place: Mumbai

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and 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 SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**




**Subramanian Krishnaprakash**  
**(Whole-time Director)**  
DIN: 01789103

Date: 16/09/2024  
Place: Chennai

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and 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 SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**



Shekhar Ganapathy

(Director)

DIN: 02177510

Date: 16.09.2024

Place: Pune

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and 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 SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY



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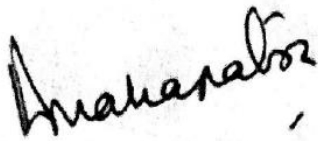
**Archana Niranjan Hingorani**  
**(Independent Director)**  
DIN: 00028037

Date: -16/09/2024  
Place: Mumbai

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and 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 SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**



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**Arun Dasmahapatra**  
**(Independent Director)**  
DIN: 01550644

Date: 16/09/2024  
Place: Bangalore

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and 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 SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY



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**Rajat Kumar Jain**  
**(Independent Director)**  
**DIN: 00046053**

Date: 16/09/2024  
Place: Gurgaon



## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and 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 SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE GROUP CHIEF FINANCIAL OFFICER OF OUR COMPANY**



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**Manish Dhanuka**  
**(Group Chief Financial Officer)**

Date: 16/09/2024  
Place: Mumbai

## DECLARATION BY SELLING SHAREHOLDER

I, Krishnan Sudarshan, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to me, as one of the Promoter Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.



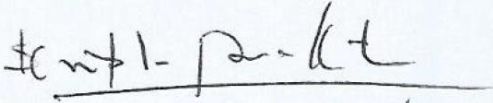
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**Krishnan Sudarshan**

Date: 16.09.2024  
Place: Mumbai

## DECLARATION BY SELLING SHAREHOLDER

I, Subramanian Krishnaprakash, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to me, as one of the Promoter Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.



**Subramanian Krishnaprakash**

Date: 16.09.2024

Place: **Chennai**

## DECLARATION BY SELLING SHAREHOLDER

I, Shekhar Ganapathy, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to me, as the Individual Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.



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**Shekhar Ganapathy**

Date: 16/09/2024

Place: Pune